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Sinopharm Tech Holdings Limited

國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 AUGUST 2024; AND GRANT OF WHITEWASH WAIVER

References are made to the circular (the “**Circular**”) of Sinopharm Tech Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting of the Company (the “**EGM**”), both dated 19 July 2024. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular. All the Directors attended the EGM in person or by electronic means and the EGM was chaired by Mr. HO Kam Kin, an executive Director.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) proposed at the EGM were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM held on Thursday, 8 August 2024. Elite Partners CPA Limited, the auditors of the Company, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the Company has a total of 183,693,055 Shares in issue. IAM is interested in a total of 21,694,520 Ordinary Shares, representing approximately 11.8% of the issued share capital of the Company as at the date of the EGM. IAM, Quantum, Mr. YAM Tak Cheung and any parties acting in concert with any of them have abstained from voting in respect of the resolution(s) to approve (i) the Capital Reorganisation, (ii) the Proposed

Amendments and the adoption of the New Memorandum and Articles of Association, (iii) the IAM Loan Capitalisation Agreement, (iv) the Quantum Loan Capitalisation Agreement, and (v) the Whitewash Waiver at the EGM. Save as disclosed above, no other Shareholders were required to abstain from voting in respect of the resolution(s) to approve the aforesaid matters at the EGM. Accordingly, (i) the total number of issued Shares entitling the Independent Shareholders to attend and vote on the following special resolutions no.1, no. 2 and no. 6 and the ordinary resolutions no. 3 and no. 4 was 161,998,535 Shares as of the date of the EGM; and (ii) the total number of issued Shares entitling the Shareholders to attend and vote on the following ordinary resolution no. 5 was the total number of issued Shares (i.e. 183,693,055 Shares) as of the date of the EGM.

Save as disclosed above, no other Shareholder was entitled to attend and abstain from voting in favour of any of the Resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules and no other Shareholder was required under the GEM Listing Rules to abstain from voting. No Shareholder has stated his/her/its intention in the Circular to vote against the Resolutions at the EGM.

The Board would like to announce the poll results of the EGM pursuant to Rule 17.47(5) of the GEM Listing Rules as follows:

	Special Resolutions*	For	Against
1.	To approve the Capital Reorganisation and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%
2.	To approve the proposed amendments to the Existing Memorandum and Articles of Association and adopt the New Memorandum and Articles of Association and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%
	Ordinary Resolutions*	For	Against
3.	To approve the IAM Loan Capitalisation Agreement, the allotment and issue of the IAM Shares and IAM CPSs and the grant of the specific mandate for the allotment and issue of the IAM Shares, IAM CPSs and the Ordinary Shares to be allotted and issued upon exercise of the conversion rights of the IAM CPSs, and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%
4.	To approve the Quantum Loan Capitalisation Agreement, the allotment and issue of the Quantum Shares and the grant of the specific mandate for the allotment and issue of the Quantum Shares, and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%

5.	To approve the Creative Big Loan Capitalisation Agreement, the allotment and issue of the Creative Big CPSs and the grant of the specific mandate for the allotment and issue of the Creative Big CPSs and the Ordinary Shares to be allotted and issued upon exercise of the conversion rights of the Creative Big CPSs, and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%
	Special Resolution*	For	Against
6.	To approve the Whitewash Waiver and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	49,739,042 100%	- 0%

* For the full text of the Resolutions, please refer to the Circular and the Notice. The number of votes and approximate percentage of voting as stated in resolutions no. 1, no. 2, no. 3, no. 4 and no. 6 are based on the total number of issued Shares held by the Independent Shareholders who attended and voted at the EGM in person or by proxy. The number of votes and approximate percentage of voting as stated in resolution no. 5 are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person or by proxy.

As illustrated above, as more than 75% of the votes were cast in favour of the above special resolutions no. 1, no. 2 and no. 6 by the Independent Shareholders, the special resolutions no. 1, no. 2 and no. 6 were duly passed. Moreover, as more than 50% of the votes were cast in favour of (i) the ordinary resolutions no. 3 and no. 4 by the Independent Shareholders, and (ii) the ordinary resolution no. 5 by the Shareholders, the ordinary resolutions no. 3, no. 4 and no. 5 were duly passed.

EFFECTS ON THE SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the issue of the Connected Shares:

	As at the date of this announcement		Immediately after the issue of the Connected Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
IAM	21,694,520	11.8	321,694,520	50.7
Quantum	-	-	150,000,000	23.7
<i>Sub-total of IAM, Quantum and the parties acting in concert with them</i>	<i>21,694,520</i>	<i>11.8</i>	<i>471,694,520</i>	<i>74.4</i>

Best Frontier Investments Limited (“Best Frontier”) (Note 1)	27,097,574	14.8	27,097,574	4.3
Other public Shareholders	134,900,961	73.4	134,900,961	21.3
Public Float	134,900,961	73.4	161,998,535	25.6 (Note 2)
Total	183,693,055	100.0	633,693,055	100.0

Note:

(1) Best Frontier is wholly and beneficially owned by Mr. CHAN Kin Ho Philip.

(2) The shareholding of Best Frontier has been included in the calculation of the public float.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 6 August 2024 subject to: (i) (a) the Whitewash Waiver and (b) the Capital Reorganisation, the IAM Loan Capitalisation Agreement, and the Quantum Loan Capitalisation Agreement being separately approved by (1) at least 75% and (2) more than 50%, respectively, of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by IAM and its concert parties between the date of the Announcement and the completion of the IAM Loan Capitalisation and the Quantum Loan Capitalisation.

The aforesaid condition (i) has been fulfilled as at the date of this announcement. Further announcement(s) will be made by the Company upon the completion of the IAM Loan Capitalisation and the Quantum Loan Capitalisation.

As the Capital Reorganisation and the Loan Capitalisation are conditional upon the satisfaction of certain conditions precedent, the Capital Reorganisation and/or the Loan Capitalisation may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

By order of the Board
Sinopharm Tech Holdings Limited
國藥科技股份有限公司
HO Kam Kin
Executive Director

Hong Kong, 8 August 2024

As at the date of this announcement, the Board comprises Mr. HO Kam Kin and Ms. KWOK Shuk Yi as executive Directors, Dr. CHENG Yanjie as non-executive Director and Mr. LAU Fai Lawrence, Mr. HSU Dong An and Mr. HEUNG Pik Lun as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of IAM and Quantum jointly and severally accept full responsibility for accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.sinopharmtech.com.hk>.