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**KELUN-BIOTECH**  
**科伦博泰**

**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**

**四川科倫博泰生物醫藥股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6990)**

**(1) POLL RESULTS OF THE 2023 ANNUAL GENERAL  
MEETING HELD ON JUNE 20, 2024**

**(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND**

**(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice and circular (the “**Original Circular**”) of the 2023 annual general meeting (the “**AGM**”) of Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (the “**Company**”) dated May 21, 2024, announcement dated May 31, 2024 in relation to, among others, the proposed appointment of non-executive director of the Company (the “**Announcement**”), and supplemental notice and supplemental circular (the “**Supplemental Circular**”) of the AGM dated May 31, 2024. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Original Circular and Supplemental Circular (collectively, the “**Circulars**”).

The board (the “**Board**”) of directors (“**Directors**”) of the Company is pleased to announce the poll results of the AGM held at 8:00 a.m. on June 20, 2024 at Meeting Room 1, R&D Building, Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd., No. 666 Xinhua Avenue, Chengdu Cross-Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, the People’s Republic of China.

3 Shareholders (or their proxies) attended the AGM and held 184,052,198 Shares in aggregate.

## Poll Results of Resolutions Proposed at the AGM

Resolutions of the AGM were voted on by poll. The voting results of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the financial accounts report of the Group for the year 2023.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
2.	To consider and approve the financial budget report of the Group for the year 2024.	181,657,795 (98.699063%)	2,371,703 (1.288604%)	22,700 (0.012333%)
3.	To consider and approve the report of the Board of Directors for the year 2023.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
4.	To consider and approve the report of the Supervisory Committee for the year 2023.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
5.	To consider and approve the annual report of the Group for the year 2023.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
6.	To consider and approve the re-appointment of KPMG as the auditors of the Company for the year 2024, for a term commencing from the date of approval of this resolution until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to determine the specific matters, including but not limited to their remuneration of not more than RMB2,400,000 for the year 2024 before tax, in relation to such appointment.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
7.	To consider and approve the remuneration of the Directors and Supervisors for the year 2024.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
8.	To consider and approve the annual profit distribution plan of the Company for the year 2023.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
9.	To consider and approve the acquisition of wealth management products with idle self-owned funds for the year 2024, with the details as set out in the Original Circular.	182,187,687 (98.986966%)	1,841,811 (1.000701%)	22,700 (0.012333%)
10.	To consider and approve the proposed appointment of Mr. LAI Degui as a non-executive Director of the third session of the Board.	183,985,908 (99.963983%)	64,990 (0.035311%)	1,300 (0.000706%)
SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
11.	To consider and approve the grant of a general mandate to the Board to issue Shares and sell Treasury Shares, with the details of the general mandate as set out in the Original Circular.	179,449,706 (97.499355%)	4,601,192 (2.499939%)	1,300 (0.000706%)
12.	To consider and approve the grant of a general mandate to the Board to repurchase H Shares, with the details of the general mandate as set out in the Original Circular.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
13.	(a) To consider and approve the grant of a specific mandate (the “ <b>Subscription Specific Mandate</b> ”) for a validity period of 12 months from the date of approval at the AGM to issue 4,423,870 new Domestic Shares at the subscription price of RMB136.21 per Domestic Share in accordance with the terms and conditions of the Subscription Agreement dated May 8, 2024 and entered into by the Company as issuer and Kelun Pharmaceutical as Subscriber.	33,927,513 (99.996168%)	0 (0.000000%)	1,300 (0.003832%)
	(b) To consider and approve the authorization to the Board and persons authorized by the Board to deal with all matters in relation to the issue of new Domestic Shares under the Subscription Specific Mandate as set out in special resolution 13.	33,927,513 (99.996168%)	0 (0.000000%)	1,300 (0.003832%)

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
14.	(a) To consider and approve the proposed amendments to the articles of association of the Company as set out in the Original Circular which result from the completion of the Placing (as defined in the Original Circular).	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)
	(b) To consider and approve the proposed amendments to the articles of association of the Company as set out in the Original Circular which will result from the completion of the Subscription (as defined in the Original Circular).	33,927,513 (99.996168%)	0 (0.000000%)	1,300 (0.003832%)
	(c) To consider and approve the proposed amendments to the articles of association of the Company as set out in the Supplemental Circular which result from the resignation of Supervisors.	184,050,898 (99.999294%)	0 (0.000000%)	1,300 (0.000706%)

*Notes:*

- (a) As more than one-half of the votes were cast in favour of resolutions 1 to 10 of the AGM, the said resolutions were duly passed as ordinary resolutions of the Company.
- (b) As above two-thirds of the votes were cast in favour of resolutions 11 to 14(c) of the AGM, the said resolutions were duly passed as special resolutions of the Company.
- (c) As at the date of the AGM, the total number of issued Shares of the Company was 222,844,099 Shares, consisting of 87,157,052 Domestic Shares, 5,414,042 Unlisted Foreign Shares and 130,273,005 H Shares.
- (d) The total number of Shares of the Company entitling the holders to attend and vote on resolutions 1 to 12, 14(a) and 14(c) at the AGM was 222,844,099 Shares, consisting of 87,157,052 Domestic Shares, 5,414,042 Unlisted Foreign Shares and 130,273,005 H Shares. Shareholders (or their proxies) attending the AGM held 184,052,198 Shares in aggregate entitling them to vote on resolutions 1 to 12, 14(a) and 14(c), representing approximately 82.59% of the total number of Shares of the Company entitling the holders to attend and vote on such resolutions.
- (e) As disclosed in the Original Circular, the Subscriber and its associates, holding a total of 150,123,385 Shares (consisting of 78,777,842 Domestic Shares and 71,345,543 H Shares), have material interests in the Subscription, and hence are required to abstain and did abstain from voting on resolutions 13(a), 13(b) and 14(b). Therefore, the total number of Shares of the Company entitling the holders to attend and vote on resolutions 13(a), 13(b) and 14(b) at the AGM was 72,720,714 Shares, consisting of 8,379,210 Domestic Shares, 5,414,042 Unlisted Foreign Shares and 58,927,462 H Shares. Shareholders (or their proxies) attending the AGM held 33,928,813 Shares in aggregate entitling them to vote on resolutions 13(a), 13(b) and 14(b), representing approximately 46.66% of the total number of Shares of the Company entitling the holders to attend and vote on such resolutions.
- (f) None of the Shares of the Company entitling the holders to attend the AGM required the holders to abstain from voting in favour of the resolutions 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**”).

- (g) Save as disclosed above, none of the Shareholders of the Company have stated their intention in the Circulars to vote against or abstain from voting on any of the resolutions at the AGM.
- (h) The convening of and the procedure for the holding of the AGM was in compliance with the requirements of PRC laws, administrative regulations and the Articles of Association.
- (i) The H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, two representatives of the Shareholders and a representative of the Supervisors acted as the counters and scrutineers for the vote-taking at the AGM.
- (j) The following Directors of the Board of the Company attended the AGM either in person or through video or teleconference: Mr. LIU Gexin, chairman of the Board and non-executive Director; Dr. GE Junyou, executive Director; Mr. LIU Sichuan, Mr. FENG Hao, Mr. ZENG Xuebo and Mr. LI Dongfang, non-executive Directors; and Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping and Dr. LI Yuedong, independent non-executive Directors.

### **Appointment of non-executive Director**

Pursuant to the passing of ordinary resolution 10 by the Shareholders at the AGM, the Board is pleased to announce that Mr. LAI Degui was appointed as a non-executive Director of the third session of the Board. The biographical details and other information of Mr. LAI Degui disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the Announcement and Supplemental Circular.

### **Amendments to the Articles of Association**

Special resolutions 14(a), 14(b) and 14(c) were passed by the Shareholders at the AGM to approve the proposed amendments to the Articles of Association as set out in the Circulars. Accordingly, the amended Articles of Association shall become effective from the date of the AGM. The full text of the amended Articles of Association will be published on the websites of the Company (<https://kelun-biotech.com>) and The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

By order of the Board  
**Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd.**  
**LIU Gexin**  
*Chairman of the Board and Non-executive Director*

Hong Kong, June 20, 2024

*As at the date of this announcement, the Board comprises Mr. LIU Gexin as the chairman of the Board and non-executive Director, Dr. GE Junyou as executive Director, Mr. LIU Sichuan, Mr. LAI Degui, Mr. FENG Hao, Mr. ZENG Xuebo and Mr. LI Dongfang as non-executive Directors, and Dr. ZHENG Qiang, Dr. TU Wenwei, Dr. JIN Jinping and Dr. LI Yuedong as independent non-executive Directors.*