

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Pharmaron Beijing Co., Ltd.\***

**康龍化成(北京)新藥技術股份有限公司**

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

**(Stock Code: 3759)**

**(I) POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023, THE SECOND A SHARE CLASS MEETING OF 2023 AND THE SECOND H SHARE CLASS MEETING OF 2023;  
(II) INCREASE IN REGISTERED CAPITAL;  
AND  
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board of Directors (the “**Board**”) of Pharmaron Beijing Co., Ltd.\* (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) is pleased to announce that the First Extraordinary General Meeting of 2023 (the “**EGM**”), the Second A Share Class Meeting of 2023 (the “**A Share Class Meeting**”) and the Second H Share Class Meeting of 2023 (the “**H Share Class Meeting**”, together with the EGM and the A Share Class Meeting, the “**Meetings**”) of the Company were held at 6 Tai-He Road, Economic Technological Development Area, Beijing, the People’s Republic of China (the “**PRC**”) on September 15, 2023 and all the resolutions set out below were voted by way of poll.

References are made to the notices of the EGM and the H Share Class Meeting (collectively, the “**Notices**”), and the circular (the “**Circular**”) of the Company, both dated August 30, 2023. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

**(I) POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023, THE SECOND A SHARE CLASS MEETING OF 2023 AND THE SECOND H SHARE CLASS MEETING OF 2023 HELD ON SEPTEMBER 15, 2023**

As at the date of the EGM, the total number of issued shares of the Company (the “**Shares**”) is 1,786,732,206 Shares (comprising 1,485,195,081 A Shares and 301,537,125 H Shares).

The Meetings were legally and validly convened in compliance with the requirements of the PRC Company Law and the Articles of Association of the Company. The chairman of the Meetings was Dr. LOU Boliang, an executive Director.

In compliance with the requirements of the Listing Rules, the Company appointed Tricor Investor Services Limited (the Company’s H Share registrar), the Company’s supervisors, the Company’s shareholder representatives and Zhong Lun Law Firm (the Company’s PRC legal adviser) as the scrutineers for the vote-taking at the Meetings.

The Directors (including executive Directors Dr. LOU Boliang, Mr. LOU Xiaoqiang and Ms. ZHENG Bei, non-executive Director Mr. HU Baifeng, and independent non-executive Directors Mr. ZHOU Qilin, Ms. LI Lihua, Mr. TSANG Kwan Hung Benson and Mr. YU Jian) attended the Meetings.

## 1. CONVENING OF THE MEETINGS

### ***EGM***

The total number of Shares entitling the holders to attend and vote in respect of the respective resolutions at the EGM is 1,786,732,206 Shares.

No Shareholder was required to abstain from voting in favour of any of the resolutions at the EGM under Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting under the Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on the relevant resolutions.

The total number of Shares with voting rights represented by the Shareholders attending the EGM in person or by proxy was 796,836,893 Shares, representing approximately 44.5974% of the total number of Shares.

In respect of the EGM, resolution No. 3 is conditional upon the passing of resolution No. 2, while resolution No. 4 is conditional upon the approval of resolution No. 3.

### ***A Share Class Meeting***

The total number of A Shares entitling the holders to attend and vote in respect of the resolution at the A Share Class Meeting was 1,485,195,081 A Shares.

No A Shareholder was required to abstain from voting in favour of any resolution at the A Share Class Meeting under Rule 13.40 of the Listing Rules. No A Shareholder was required to abstain from voting under the Listing Rules. No A Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on the relevant resolution.

The total number of A Shares with voting rights represented by the Shareholders attending the A Shares Class Meeting was 716,241,384 A Shares, representing approximately 48.2254% of the total number of A Shares.

In respect of the A Share Class Meeting, resolution No. 2 is conditional upon the passing of resolution No. 1.

### ***H Share Class Meeting***

The total number of H Shares entitling the holders to attend and vote in respect of the resolution at the H Share Class Meeting was 301,537,125 H Shares.

No H Shareholder was required to abstain from voting in favour of any resolution at the H Share Class Meeting under Rule 13.40 of the Listing Rules. No H Shareholder was required to abstain from voting under the Listing Rules. No H Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on the relevant resolution.

The total number of H Shares with voting rights represented by the Shareholders attending the H Share Class Meeting was 80,595,509 H Shares, representing approximately 26.7282% of the total number of H Shares.

In respect of the H Share Class Meeting, resolution No. 2 is conditional upon the passing of resolution No. 1.

## 2. POLL RESULTS OF THE MEETINGS

### *Poll Results of the EGM*

The poll results in respect of the respective resolutions at the EGM were as follows:

| SPECIAL RESOLUTIONS |   | NUMBER OF VOTES (%) <sup>1</sup> |                         |                  |
|---------------------|---|----------------------------------|-------------------------|------------------|
|                     |   | FOR                              | AGAINST                 | ABSTAIN          |
| 1.                  | Authorization for issuance of offshore debt financing instruments.  | 750,790,557<br>(94.2214%)        | 46,046,036<br>(5.7786%) | 300<br>(0.0000%) |
| 2.                  | Increase in registered capital.   | 796,825,668<br>(99.9986%)        | 11,225<br>(0.0014%)     | 0<br>(0.0000%)   |
| 3.                  | Amendments to the Articles of Association.  | 733,643,207<br>(92.0694%)        | 63,193,686<br>(7.9306%) | 0<br>(0.0000%)   |
| ORDINARY RESOLUTION |   | NUMBER OF VOTES (%) <sup>1</sup> |                         |                  |
|                     |   | FOR                              | AGAINST                 | ABSTAIN          |
| 4.                  | Authorization for registration of the increase in registered capital and amendments to the Articles of Association. | 735,201,767<br>(92.2650%)        | 61,634,826<br>(7.7349%) | 300<br>(0.0000%) |

*Note:*

1. Any discrepancies in the table between the total and the sum of the amounts listed are due to rounding.

The above resolutions No. 1 to 3 were passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights who attended the EGM in person or by proxy, and were duly passed as special resolutions of the Company. The above resolution No. 4 was passed by the affirmative votes representing at least half of the total number of Shares held by the attending Shareholders having voting rights who attended the EGM in person or by proxy, and was duly passed as an ordinary resolution of the Company. However, as the above resolution No.4 is conditional upon the approval of the amendments to the Articles of Association which was not approved by the H Shares Class Meeting, such resolution, although approved by the Shareholders, shall not be effective. For details in relation to the relevant poll results of the amendments to the Articles of Association, please refer to the paragraph headed “Poll Result of H Share Class Meeting” below.

### ***Poll Result of A Share Class Meeting***

The poll result in respect of the resolution at the A Share Class Meeting was as follows:

| SPECIAL RESOLUTIONS |  | NUMBER OF VOTES (%) <sup>1</sup> |                         |                |
|---------------------|--|----------------------------------|-------------------------|----------------|
|                     |  | FOR                              | AGAINST                 | ABSTAIN        |
| 1.                  | Increase in registered capital.            | 716,230,159<br>(99.9984%)        | 11,225<br>(0.0016%)     | 0<br>(0.0000%) |
| 2.                  | Amendments to the Articles of Association. | 696,361,247<br>(97.2244%)        | 19,880,137<br>(2.7756%) | 0<br>(0.0000%) |

*Note:*

1. Any discrepancies in the table between the total and the sum of the amounts listed are due to rounding.

The above resolutions No. 1 to 2 were passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights who attended the A Share Class Meeting in person or by proxy, and were duly passed as special resolutions of the Company.

### ***Poll Result of H Share Class Meeting***

The poll result in respect of the resolution at the H Share Class Meeting was as follows:

| SPECIAL RESOLUTIONS |  | NUMBER OF VOTES (%) <sup>1</sup> |                          |                     |
|---------------------|--|----------------------------------|--------------------------|---------------------|
|                     |  | FOR                              | AGAINST                  | ABSTAIN             |
| 1.                  | Increase in registered capital.            | 79,591,659<br>(99.9840%)         | 0<br>(0.0000%)           | 12,750<br>(0.0160%) |
| 2.                  | Amendments to the Articles of Association. | 36,289,210<br>(45.5869%)         | 43,302,449<br>(54.3970%) | 12,750<br>(0.0160%) |

*Note:*

1. Any discrepancies in the table between the total and the sum of the amounts listed are due to rounding.

The above resolution No. 1 was passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights who attended the H Share Class Meeting in person or by proxy, and was duly passed as a special resolution of the Company.

The above resolution No. 2 was not passed by the affirmative votes representing at least two thirds of the total number of Shares held by the attending Shareholders having voting rights who attended the H Shares Class Meeting in person or by proxy, and were not duly passed as a special resolution of the Company.

Please refer to the Circular for a full text of the resolutions.

## **(II) INCREASE IN REGISTERED CAPITAL**

As disclosed in the announcement of the Company dated August 27, 2023, by reason of the capitalization of reserve which formed part of the profit distribution plan of the Company for the year ended December 31, 2022, the registered capital and the total number of shares of the Company shall be changed. As a result of the change in the registered capital of the Company above, the total number of shares of the Company has increased from 1,191,154,804 Shares to 1,786,732,206 Shares and the registered capital of the Company has changed from RMB1,191,154,804 (divided into 1,191,154,804 Shares) to RMB1,786,732,206 (divided into 1,786,732,206 Shares).

## **(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In light of the poll results in respect of the proposed amendments to the Articles, the Board would like to reiterate that the proposed amendments were mainly intended to reflect the recent changes to, and ensure compliance with, the latest PRC laws and regulations, which include the adoption of the New CSRC measures, the repeal of the Special Regulations and Mandatory Provisions (whereby the class meeting requirements stipulated thereunder were no longer applicable), and the relevant consequential changes to the Listing Rules.

The Board is also of the view that the proposed amendments, including the removal of the class meeting requirements, also further addresses the issue of fairness for all Shareholders. In fact, despite being categorized as domestic Shares and H Shares, holders of these Shares have been entitled to substantively the same rights given that they are both ordinary Shares, and that according to the current Articles, the Company is only required to obtain approval from the class shareholders' meeting when the rights of the class shareholders are proposed to be changed or abrogated (primarily in the event of issuance or repurchase of securities). Further, notwithstanding the proposed amendments to the Articles, the Company is still required to conform to the Listing Rules (including but not limited to Appendix 3 (Core Shareholder Protection Standard) of the Listing Rules), the relevant laws and regulations in the PRC, the existing Articles and other internal policies of the Company, which provide certain safeguards to minority Shareholders.

Taking into account the foregoing, the Group will further communicate with the Shareholders in a more in-depth manner, explain the potential impact and merits of the proposed amendments to the Articles, and align with the views of the Shareholders.

By order of the Board  
**Pharmaron Beijing Co., Ltd.\***  
康龍化成(北京)新藥技術股份有限公司  
**Dr. Lou Boliang**  
*Chairman*

Beijing, the PRC  
September 15, 2023

*As at the date of this announcement, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Hu Baifeng and Mr. Li Jiaqing as non-executive Directors; Mr. Zhou Qilin, Ms. Li Lihua, Mr. Tsang Kwan Hung Benson and Mr. Yu Jian as independent non-executive Directors.*

\* For identification purposes only