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GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6998)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 OCTOBER 2023

Reference is made to the circular of Genor Biopharma Holdings Limited (the “**Company**”) dated 12 October 2023 (the “**Circular**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the EGM of the Company held on Friday, 27 October 2023, all the proposed resolutions as set out in the notice of the EGM (the “**EGM Notice**”) dated 12 October 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions ^(Note 1)		Number of votes and percentage of total number of votes cast ^(Note 2)		
		For	Against	Abstain
1.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the 2023 Share Option Plan, to approve and adopt the 2023 Share Option Plan, and to authorise the Directors and the Compensation Committee 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 2023 Share Option Plan.	176,897,101 (98.665567%)	2,392,500 (1.334433%)	57,803,022
2.	To approve and adopt the plan mandate limit of the 2023 Share Option Plan (being 21,449,808 Shares).	176,897,101 (98.665567%)	2,392,500 (1.334433%)	57,803,022

Ordinary Resolutions ^(Note 1)		Number of votes and percentage of total number of votes cast ^(Note 2)		
		For	Against	Abstain
3.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted in respect of the RSUs to be granted under the 2023 RSU Plan, to approve and adopt the 2023 RSU Plan, and to authorise the Directors and the Compensation Committee 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 2023 RSU Plan.	176,897,101 (98.665567%)	2,392,500 (1.334433%)	57,803,022
4.	To approve and adopt the plan mandate limit of the 2023 RSU Plan (being 5,964,556 Shares).	176,897,101 (98.665567%)	2,392,500 (1.334433%)	57,803,022
5.	Conditional upon the 2023 Share Option Plan taking effect, to confirm and approve the grant of 5,579,054 options to Dr. Guo Feng, an executive director and chief executive officer of the Company, under the 2023 Share Option Plan to subscribe for 5,579,054 Shares at the exercise price of HK\$1.50 per Share and on the terms and conditions set out in the Circular, and to authorise any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.	176,897,101 (98.665567%)	2,392,500 (1.334433%)	57,803,022
6.	Conditional upon the 2023 RSU Plan taking effect, to confirm and approve the grant of 4,210,000 RSUs to Dr. Guo Feng under the 2023 RSU Plan to subscribe for 4,210,000 Shares on the terms and conditions set out in the Circular, and to authorise any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.	50,657,998 (95.490146%)	2,392,500 (4.509854%)	57,803,022

Notes:

1. The full text of the resolutions is set out in the EGM Notice.
2. For the purpose of calculating the poll result of a resolution, only the votes cast for “For” and “Against” shall be counted towards the number of votes cast for a resolution, while the votes cast for “Abstain” shall not be counted towards the number of votes cast for a resolution.

As a majority of the votes were cast in favour of all of the resolutions, the resolutions were duly passed as ordinary resolutions.

As at the date of the EGM, the total number of Shares in issue was 507,359,275 which represented the total number of Shares entitling the holder to attend and vote on the resolutions at the EGM.

Dr. Guo and his associates (Dr. Guo held 1,448,959 Shares, representing approximately 0.29% of the Shares in issue as at the date of this announcement, and none of Dr. Guo's associates held any Shares as at the date of this announcement) are required under the Listing Rules to abstain, and have abstained, from voting on resolutions 5 and 6 at the EGM. All core connected persons of the Company (each of HHJH Holdings Limited and HM Healthcare Management Services, Ltd. held 126,239,103 Shares and 1,750,000 Shares, representing approximately 24.88% and 0.34% of the Shares in issue as at the date of this announcement) are required under the Listing Rules to abstain from voting in favour of resolution 6 at the EGM and their votes were not counted towards the number of votes cast for the same resolution. Save as disclosed above, there were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Listing Rules; no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

The Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

Except for Dr. GUO Feng and Mr. ZHOU Honghao, the other directors of the Company attended the EGM in person or by electronic means.

By Order of the Board
Genor Biopharma Holdings Limited
Chen Yu
Non-executive Director

Hong Kong, 27 October 2023

As at the date of this announcement, the Board comprises Dr. GUO Feng as an executive Director; Dr. LYU Dong, Mr. CHEN Yu and Mr. LIU Yi as non-executive Directors; Mr. ZHOU Honghao, Mr. FUNG Edwin and Mr. CHEN Wen as independent non-executive Directors.