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Fusen Pharmaceutical Company Limited

福森藥業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1652)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 22 JANUARY 2024

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM**”) of Fusen Pharmaceutical Company Limited (the “**Company**”) both dated 5 January 2024. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that the resolutions proposed at the EGM held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 January 2024 at 11:00 a.m. were duly passed by the Shareholders by way of poll.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of votes cast
		For	Against	
1.	<p>“THAT:</p> <p>(a) (i) the Renewed Master Chinese Medicine Purchase Agreement (as defined in the circular of the Company dated 5 January 2024) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), the terms of the transactions contemplated under the Renewed Master Chinese Medicine Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;</p> <p>(ii) the proposed annual caps in relation to the transactions contemplated under the Renewed Master Chinese Medicine Purchase Agreement for the three years ending 31 December 2026 be and are hereby approved; and</p> <p>(b) the director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/ or to give effect to or otherwise in connection with the Renewed Master Chinese Medicine Purchase Agreement, the proposed annual caps and the transactions contemplated thereunder and to be in the interests of the Company.”</p>	63,353,130 (100%)	0 (0%)	63,353,130 (100%)

Ordinary Resolutions		Number of Votes (%)		Total number of votes cast
		For	Against	
2.	<p>“THAT:</p> <p>(a) (i) the Renewed Master Packaging Materials Purchase Agreement (as defined in the Circular) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose), the terms of the transactions contemplated under the Renewed Master Packaging Materials Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;</p> <p>(ii) the proposed annual caps in relation to the transactions contemplated under the Renewed Master Packaging Materials Purchase Agreement for the three years ending 31 December 2026 be and are hereby approved; and</p> <p>(b) the director(s) of the Company be and are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Renewed Master Packaging Materials Purchase Agreement, the proposed annual caps and the transactions contemplated thereunder and to be in the interests of the Company.”</p>	63,353,130 (100%)	0 (0%)	63,353,130 (100%)

Notes:

- (a) As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of Shares in issue was 749,956,000 Shares (including 4,922,000 Shares which were repurchased but not yet cancelled).
- (c) Pursuant to the Listing Rules and as stated in the Circular, Mr. Cao Changcheng (“**Mr. Cao**”) and his associates (including Full Bliss, Rayford and One Victory), which beneficially interested in 539,092,000 Shares, representing approximately 71.88% of the total number of Shares in issue, have abstained from voting on the above resolutions approving the Renewed Master Chinese Medicine Purchase Agreement, the Renewed Master Packaging Materials Purchase Agreement, the Proposed Annual Caps and the transactions contemplated thereunder at the EGM.
- (d) As such, the total number of Shares entitling the Independent Shareholders to attend and vote on the above resolutions at the EGM was 205,942,000 Shares, representing approximately 27.46% of the total number of Shares in issue (including 4,922,000 Shares which were repurchased but not yet cancelled). Independent Shareholders or their proxies who represent a total of 63,353,130 voting Shares of the Company, representing approximately 30.76% of the total number of Shares entitling the Independent Shareholders to attend and vote on the above resolutions as at the date of the EGM, attended the EGM.
- (e) Save as disclosed above, to the best of the Directors’ knowledge, information and belief, (i) there were no Shares entitling the holder to attend but requiring the holder to abstain from voting in favour as set out in Rule 13.40 of the Listing Rules; (ii) none of the other Shareholders has any material interest in the Renewed Master Chinese Medicine Purchase Agreement, the Renewed Master Packaging Materials Purchase Agreement, the Proposed Annual Caps and the transactions contemplated thereunder and therefore none of the other Shareholders were required to abstain from voting on the above resolutions at the EGM; and (iii) 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.
- (f) Save for Mr. Cao, Mr. Hou Taisheng, Mr. Chi Yongsheng, Ms. Meng Qingfen and Mr. Cao Zhiming who did not attend the EGM for the purpose of maintaining good corporate governance as each of the aforesaid Directors had already abstained from voting on the relevant resolutions of the Board for approving the Renewed Master Chinese Medicine Purchase Agreement, the Renewed Master Packaging Materials Purchase Agreement, the transactions contemplated thereunder and the Proposed Annual Caps, all the remaining Directors attended the EGM in person or by electronic means.

By Order of the Board
Fusen Pharmaceutical Company Limited
Mr. Cao Changcheng
Chairman and Executive Director

Hong Kong, 22 January 2024

As at the date of this announcement, the Board of the Company comprises Mr. Cao Changcheng (Chairman), Mr. Hou Taisheng, Mr. Chi Yongsheng, Ms. Meng Qingfen and Mr. Cao Zhiming (formerly known as Mr. Cao Dudu) as Executive Directors, and Mr. Sze Wing Chun, Mr. Lee Kwok Tung Louis and Dr. To Kit Wa as independent non-executive Directors.