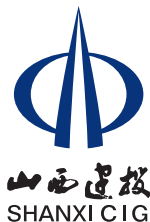


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# 華控康泰集團有限公司

## Kontafarma China Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1312)

**(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING  
HELD ON 7 JUNE 2024;  
(2) CHANGE OF DIRECTORS; AND  
(3) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES  
AND SENIOR POSITIONS**

At the annual general meeting of Kontafarma China Holdings Limited (the “**Company**”) held on 7 June 2024 (the “**AGM**”), a poll was demanded by the chairman of the AGM for voting on all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice of the AGM dated 30 April 2024 (the “**Notice**”) to the holders (the “**Shareholders**”) of the Company’s ordinary shares with a nominal value of HK\$0.002 each (the “**Shares**”).

The poll results in respect of all the Proposed Resolutions at the AGM are set out as follows:

| Ordinary Resolutions |                                                                                                                                                                                                                               | No. of Shares Voted<br>(percentage) |                  |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------|
|                      |                                                                                                                                                                                                                               | For                                 | Against          |
| 1.                   | To receive and adopt the audited financial statements of the Company and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and independent auditor of the Company for the year ended 31 December 2023. | 3,172,784,540<br>(99.99%)           | 6,000<br>(0.01%) |
| 2.                   | To re-elect Mr. Huang Yu as non-executive Director.                                                                                                                                                                           | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |

| Ordinary Resolutions |                                                                                                                      | No. of Shares Voted<br>(percentage) |                  |
|----------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------|
|                      |                                                                                                                      | For                                 | Against          |
| 3.                   | (A) To appoint Mr. Wang Feifei (王飛飛先生) as executive Director.                                                        | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (B) To appoint Ms. Qiao Linna (喬琳娜女士) as executive Director.                                                         | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (C) To appoint Ms. Guo Zixiu (郭姿秀女士) as executive Director.                                                          | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (D) To appoint Mr. Liu Jiankun (劉劍焜先生) as executive Director.                                                        | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (E) To appoint Dr. Tang Lai Wah (鄧麗華博士) as independent non-executive Director.                                       | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (F) To appoint Dr. Ho Ho Ming (何昊洛博士) as independent non-executive Director.                                         | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (G) To appoint Mr. Yao Xiaomin (姚小民先生) as independent non-executive Director.                                        | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
| 4.                   | To authorise the board of Directors (the “Board”) to fix the Directors’ fees for the year ending 31 December 2024.   | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
| 5.                   | To re-appoint BDO Limited as the independent auditor of the Company and authorise the Board to fix its remuneration. | 3,172,784,540<br>(99.99%)           | 6,000<br>(0.01%) |
| 6.                   | (A) To grant a general mandate to the Directors to issue securities (Ordinary Resolution No. 6(A) of the Notice).    | 3,172,784,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (B) To grant a general mandate to the Directors to buy back shares (Ordinary Resolution No. 6(B) of the Notice).     | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |
|                      | (C) To extend the general mandate to the Directors to issue securities (Ordinary Resolution No. 6(C) of the Notice). | 3,172,790,540<br>(100.00%)          | 0<br>(0.00%)     |

As more than 50% of the votes were cast in favour of each of the above Proposed Resolutions, all of them were duly passed as ordinary resolutions by the Shareholders at the AGM.

As at the date of the AGM, there were a total of 5,588,571,777 issued Shares entitling the holders to attend and vote for or against all the Proposed Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Proposed Resolutions at the AGM 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**”).

There were no Shares requiring the holders to abstain from voting on the Proposed Resolutions at the AGM. No Shareholders have stated in the Company’s circular to the Shareholders dated 30 April 2024 (the “**Circular**”) to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

Mr. Bai Pingyan, an executive Director; Mr. Huang Yu, a non-executive Director; Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack, all being the independent non-executive Directors, attended the AGM in person or by electronic means. Mr. Chai Hongjie and Mr. Jiang Chaowen, both being the executive Directors, were unable to attend the AGM.

The Company’s branch share registrar, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the AGM.

## **CHANGE OF DIRECTORS**

References are made to (i) the announcement of the Company dated 19 April 2024; and (ii) the Circular. The Board hereby announces that with effect from the conclusion of the AGM:

- (1) Mr. Bai Pingyan has ceased to be the executive Director, the chairman of the Board, and chairman of each of the executive committee of the Board (the “**Executive Committee**”), the nomination committee of the Board (the “**Nomination Committee**”), the share dealing committee of the Board (the “**Share Dealing Committee**”) and the investment committee of the Board (the “**Investment Committee**”);
- (2) Mr. Chai Hongjie has ceased to be the executive Director, and a member of each of the Executive Committee and the Share Dealing Committee;
- (3) Mr. Jiang Chaowen has ceased to be the executive Director, the chief executive officer of the Group, the vice president of the Group (the “**Vice President**”), as well as a member of each of the Executive Committee, the Share Dealing Committee, and the risks management committee of the Board (the “**Risks Management Committee**”);

- (4) Mr. Chan Sze Chung has ceased to be the independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the Nomination Committee, the Risks Management Committee, the Investment Committee and the remuneration committee of the Board (the “**Remuneration Committee**”);
- (5) Mr. Zhang Ruibin has ceased to be the independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee, the Risks Management Committee and the Investment Committee; and
- (6) Mr. Zhang Junxi Jack has ceased to be the independent non-executive Director, the chairman of the Risks Management Committee and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Each of Mr. Bai Pingyan, Mr. Chai Hongjie, Mr. Jiang Chaowen, Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack (the “**Retired Directors**”) has confirmed that each of them has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders. The Board would take this opportunity to express its gratitude to each of the Retired Directors for their contribution to the Company during their tenure of office.

Following the approval of the Proposed Resolution No. 3 by the Shareholders at the AGM, the Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Wang Feifei (“**Mr. Wang**”) has been appointed as an executive Director, the chairman of the Board and the president of the Group performing the roles and functions of chief executive (the “**President**”);
- (2) Ms. Qiao Linna (“**Ms. Qiao**”) has been appointed as an executive Director and Vice President;
- (3) Ms. Guo Zixiu (“**Ms. Guo**”) has been appointed as an executive Director and the financial controller of the Company (the “**Financial Controller**”);
- (4) Mr. Liu Jiankun (“**Mr. Liu**”) has been appointed as an executive Director;
- (5) Dr. Tang Lai Wah (“**Dr. Tang**”) has been appointed as an independent non-executive Director;
- (6) Dr. Ho Ho Ming (“**Dr. Ho**”) has been appointed as an independent non-executive Director; and
- (7) Mr. Yao Xiaomin (“**Mr. Yao**”) has been appointed as an independent non-executive Director.

Please refer to the Circular for the biographical details of Mr. Wang, Ms. Qiao, Ms. Guo, Mr. Liu, Dr. Tang, Dr. Ho and Mr. Yao (the “**New Directors**”). Save as disclosed in the Circular, there are no other matters in connection with the appointment of the New Directors that need to be brought to the attention of the Shareholders or any of the matters that need to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Wang, Ms. Qiao, Ms. Guo, Mr. Liu, Dr. Tang, Dr. Ho and Mr. Yao for joining the Board.

### **Length of service and emolument**

Each of Mr. Wang, Ms. Qiao, Ms. Guo and Mr. Liu has entered into a service contract with the Company with no fixed term, and their appointment under the service contract will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”) or any other applicable laws from time to time. Pursuant to the respective service contract, each of Mr. Wang, Ms. Qiao, Ms. Guo and Mr. Liu agrees to waive their entitlement to any Director’s fee from the Company.

Each of Dr. Tang, Dr. Ho and Mr. Yao has entered into an appointment letter with the Company for a service term of three years, and their appointment under the appointment letter will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Associations or any other applicable laws from time to time. Pursuant to the respective appointment letter, each of Dr. Tang, Dr. Ho and Mr. Yao is entitled to a Director’s fee of HK\$10,000 and a service fee of HK\$110,000 per annum, which was determined by the Board with reference to their qualifications, experience, duties and responsibilities as well as the prevailing market rate and the remuneration policy of the Company.

### **DEVIATION FROM THE CORPORATE GOVERNANCE CODE**

As Mr. Wang now serves as both the chairman of the Board and the President, such practice deviates from code provision C.2.1 of the Corporate Governance Code as set forth in Appendix C1 of the Listing Rules (the “**CG Code**”). The Board believes that vesting the roles of both the chairman of the Board and the President in the same person can facilitate the execution of the Group’s business strategies and improve its operational effectiveness. Taking into account the diverse backgrounds and experience of the non-executive Director and independent non-executive Directors, the Board considers that the balance of power and authority, accountability and independent decision making will not be impaired under the current arrangement. In addition, the Audit Committee, which consists of all independent non-executive Directors, has free and direct access to the Company’s external auditors and independent professional advisers when it considers necessary. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.

## **CHANGE OF COMPOSITION OF THE BOARD COMMITTEES AND SENIOR POSITIONS**

### **The Executive Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Wang has been appointed as the chairman of the Executive Committee; and
- (2) each of Ms. Qiao, Ms. Guo and Mr. Liu has been appointed as the member of the Executive Committee.

### **The Audit Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Dr. Tang has been appointed as the chairman of the Audit Committee; and
- (2) each of Dr. Ho and Mr. Yao has been appointed as the member of the Audit Committee.

### **The Nomination Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Wang has been appointed as the chairman of the Nomination Committee; and
- (2) each of Dr. Tang and Mr. Yao has been appointed as the member of the Nomination Committee.

### **The Remuneration Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Yao has been appointed as the chairman of the Remuneration Committee; and
- (2) each of Dr. Tang and Dr. Ho has been appointed as the member of the Remuneration Committee.

### **The Risk Management Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Dr. Ho has been appointed as the chairman of the Risk Management Committee; and
- (2) each of Ms. Guo and Dr. Tang has been appointed as the member of the Risk Management Committee.

### **The Share Dealing Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Wang has been appointed as the chairman of the Share Dealing Committee; and
- (2) each of Ms. Qiao, Ms. Guo and Mr. Liu has been appointed as the member of the Share Dealing Committee.

### **The Investment Committee**

The Board is pleased to announce that with effect from 7 June 2024:

- (1) Mr. Wang has been appointed as the chairman of the Investment Committee; and
- (2) each of Dr. Tang and Dr. Ho has been appointed as the member of the Investment Committee.

### **Change of Senior Positions**

The Board also announces that with effect from 7 June 2024, the senior positions of the Group have been changed as follows:

- (1) Mr. Zhang Jie has ceased to be the Vice President; and
- (2) Ms. Si Tou Man Wai, currently the chief financial officer, the company secretary of the Company and the Vice President, has ceased to be the chief financial officer, while she continues to serve her other existing roles.

By order of the Board  
**Kontafarma China Holdings Limited**  
**Wang Feifei**  
*Chairman*

Hong Kong, 7 June 2024

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Wang Feifei (Chairman and President), Ms. Qiao Linna, Ms. Guo Zixiu (Financial Controller) and Mr. Liu Jiankun; one non-executive Director, namely Mr. Huang Yu; and three independent non-executive Directors, namely Dr. Tang Lai Wah, Dr. Ho Ho Ming and Mr. Yao Xiaomin.*