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Sirnaomics Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2257)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 20, 2024,
RETIREMENT OF DIRECTORS,
CHANGE IN COMPOSITION OF BOARD COMMITTEES
AND
NON-COMPLIANCE WITH THE LISTING RULES**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Sirnaomics Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that at the annual general meeting (the “**AGM**”) held on June 20, 2024, all proposed resolutions as set out in the notice of the AGM dated May 30, 2024 were taken by poll. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated May 30, 2024 (the “**Circular**”). The poll results of the AGM are as follows:

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor for the year ended December 31, 2023.	20,606,941 (88.479800%)	2,683,054 (11.520200%)

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast)	
		For	Against
2.	(i) To re-elect Dr. David Mark Evans as an executive Director.	9,043,777 (38.831168%)	14,246,218 (61.168832%)
	(ii) To re-elect Dr. Edward Yongxiang Wang as an executive Director.	8,400,368 (36.068569%)	14,889,627 (63.931431%)
	(iii) To re-elect Mr. Jiankang Zhang as a non-executive Director.	18,605,237 (79.885105%)	4,684,758 (20.114895%)
	(iv) To re-elect Mr. Fengmao Hua as an independent non-executive Director.	10,908,676 (46.838464%)	12,381,319 (53.161536%)
	(v) To authorize the Board to fix the remuneration of the Directors.	10,515,359 (45.149683%)	12,774,636 (54.850317%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board to fix its remuneration.	20,606,941 (88.479800%)	2,683,054 (11.520200%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares held under the name of the Company) not exceeding 20% of the number of shares of the Company in issue (excluding treasury shares) (the “ Issue Mandate ”).	10,079,329 (43.277506%)	13,210,666 (56.722494%)
5.	To grant a general mandate to the Directors to buy back shares of the Company (and the Company may hold such purchased shares in treasury) not exceeding 10% of the number of shares of the Company in issue (excluding treasury shares).	8,400,368 (36.068569%)	14,889,627 (63.931431%)
6.	To extend the Issue Mandate by adding the number of shares purchased.	10,079,329 (43.277506%)	13,210,666 (56.722494%)
Special Resolution		For	Against
7.	To approve the proposed amendments to the fourth amended and restated memorandum of association and articles of association of the Company and the adoption of the fifth amended and restated memorandum of association and articles of association of the Company.	11,045,481 (47.425862%)	12,244,514 (52.574138%)

For details of the above-mentioned resolutions, please refer to the Circular.

As more than 50% of the valid votes were cast in favor of each of the resolutions numbered 1, 2(iii) and 3, such resolutions were duly passed by way of poll as ordinary resolutions of the Company.

As less than 50% of the valid votes were cast in favor of each of the resolutions numbered 2(i), 2(ii), 2(iv), 2(v), 4, 5 and 6, such resolutions were not passed by way of poll as ordinary resolutions of the Company.

As less than three-fourths of the valid votes were cast in favor of the resolution numbered 7, such resolution was not passed by way of poll as a special resolution of the Company.

RETIREMENT OF DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that as the ordinary resolutions numbered 2(i) and 2(ii) regarding, respectively, the re-election of each of Dr. David Mark Evans (“**Dr. Evans**”) and Dr. Edward Yongxiang Wang (“**Dr. Wang**”) as an executive Director were not passed at the AGM, each of Dr. Evans and Dr. Wang has retired as an executive Director with effect from the conclusion of the AGM in accordance with the fourth amended and restated memorandum of association and articles of association of the Company (the “**Articles of Association**”). Dr. Evans will remain as the Head of Drug Discovery and Collaboration of the Group, and Dr. Wang will remain as the Chief Production Officer of the Group.

The Board announces that as the ordinary resolution numbered 2(iv) regarding the re-election of Mr. Fengmao Hua (“**Mr. Hua**”) as an independent non-executive Director was not passed at the AGM, Mr. Hua has retired as an independent non-executive Director with effect from the conclusion of the AGM in accordance with the Articles of Association. Following the retirement of Mr. Hua, he will cease to be a member of the audit committee of the Company, and the chairman and a member of the nomination committee of the Company.

Each of Dr. Evans, Dr. Wang and Mr. Hua has confirmed that each of them had no disagreement with the Board, and there were no other matters relating to their respective retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Dr. Evans, Dr. Wang and Mr. Hua for their valuable contributions to the Company during their tenure in office.

NON-COMPLIANCE WITH THE LISTING RULES

Following the retirement of Mr. Hua, the number of members of the audit committee of the Company reduces to two, which does not comply with the requirement prescribed under Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that the audit committee of a listed issuer must comprise a minimum of three members.

Following the retirement of Mr. Hua, the Company has only two members and no chairman of the nomination committee of the Company, which does not comply with the requirement prescribed under Rule 3.27A of the Listing Rules that an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

In order to comply with Rules 3.21 and 3.27A of the Listing Rules, the Company is endeavouring to identify suitable candidate(s) to fill the abovementioned vacancies as soon as practicable and in any event within three months from June 20, 2024, and will make further announcement(s) as and when appropriate.

Notes:

- (a) The total number of shares of the Company (the “**Shares**”) in issue as at the date of the AGM: 87,638,480 Shares.
- (b) The total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM: 87,638,480 Shares, including 11,619,781 Shares being held on trust under the pre-IPO equity incentive plan adopted by the Company on January 21, 2021 and the restricted share unit scheme adopted by the Company on April 22, 2022, but the trustee had not exercised the voting rights attached to such Shares (please refer to the prospectus of the Company dated December 20, 2021 and the circular of the Company dated June 13, 2022 for details).
- (c) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.
- (d) There was no Share entitling the Shareholders to attend and abstain from voting in favor of the resolutions at the AGM (as set out in Rule 13.40 of the Listing Rules).
- (e) No Shareholder was required under the Listing Rules to abstain from voting at the AGM. 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 AGM.
- (f) The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

(g) The attendance record of the Directors at the AGM was as follows:

- Dr. Yang (Patrick) Lu and Mr. Mincong Huang attended in person;
- Dr. Xiaochang Dai, Dr. David Mark Evans, Dr. Edward Yongxiang Wang, Mr. Jiankang Zhang, Dr. Cheung Hoi Yu, Ms. Monin Ung and Ms. Shing Mo Han, Yvonne attended by electronics means; and
- Mr. Fengmao Hua did not attend due to other business commitments.

By order of the Board of
Sirnaomics Ltd.
Yang (Patrick) Lu
Chairman and Executive Director

Hong Kong, June 20, 2024

As at the date of this announcement, the Board comprises Dr. Yang Lu (alias Patrick Lu) and Dr. Xiaochang Dai as executive Directors, Mr. Mincong Huang and Mr. Jiankang Zhang as non-executive Directors, and Dr. Cheung Hoi Yu, Ms. Monin Ung and Ms. Shing Mo Han, Yvonne (alias Mrs. Yvonne Law) as independent non-executive Directors.