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中国泰凌医药集团
CHINA NT PHARMA GROUP

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1011)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 FEBRUARY 2025; AND (2) GRANT OF WHITEWASH WAIVER

References are made to the circular (the "**Circular**") and notice (the "**Notice**") of extraordinary general meeting (the "**EGM**") issued by China NT Pharma Group Company Limited (the "**Company**") both dated 28 January 2025. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results of the EGM held at Office 1101–02, 11/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on 17 February 2025 at 10:45 a.m..

The EGM was presided over by Mr. Ng Ming Kwan, an independent non-executive Director. All other Directors attended the EGM in person or by electronic means.

The total number of issued Shares of the Company as at the date of the EGM was 264,089,506 Shares. As disclosed in the Circular, the Subscribers, their respective associates, any parties acting in concert with each of them and the Shareholders who are involved in or interested in the Whitewash Waiver and/or the underlying transactions (i.e. the Subscription, the Loan Capitalization and the Specific Mandate), will be required to abstain from voting in respect of the resolution(s) to approve the Whitewash Waiver and the underlying transactions (i.e. the Subscription, the Loan Capitalization and the Specific Mandate) at the EGM. As at the date of EGM, other than Subscriber A, Subscriber B, Ms. Chin Yu, Mr. Ieong Chong Mang and Annie Investment Co. Ltd., none of the Shareholders is involved in or interested in the Whitewash Waiver and/or the underlying transactions (i.e. the Subscription, the Loan Capitalization and the Specific Mandate) and is required to abstain from voting in respect of the resolution(s) to approve the aforesaid matters at the EGM.

At the date of the EGM, Subscriber A and Subscriber B, their respective associates, any parties acting in concert with each of them, who are beneficially interested in 40,562,533 Shares and 54,932,300 Shares, respectively, representing approximately 15.36% and 20.80% of the issued Shares, respectively, as at the date of the EGM, have abstained from voting in respect of the resolutions relating to the Subscription, the Loan Capitalization, the Specific Mandate, the Whitewash Waiver and the transactions contemplated thereunder at the EGM.

Save as disclosed above, there was no Share entitling the holders to attend and abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting. Accordingly, the total number of issued Shares entitling the Independent Shareholders to attend and vote on the resolutions at the EGM was 168,594,673 Shares. There was no restriction on any Shareholders to vote only against any of the resolutions at the EGM. No person had indicated in the Circular of his/her/its intention to vote against or to abstain from voting on the resolutions at the EGM. There were no votes cast in favour of or against the resolutions relating to the Subscription Agreement, the Specific Mandate, the Whitewash Waiver and the transactions contemplated thereunder include any votes relating to treasury shares, regardless of whether such shares are held by the Company or its nominees.

Tricor Investor Services Limited (the Company's Hong Kong share registrar) acted as the scrutineer for counting of votes at the EGM.

The Board is pleased to announce that all the resolutions as set out in the Notice have been duly passed by the Shareholders by way of poll at the EGM and the details of poll results are as follows:

Ordinary resolution		**No. of votes (Percentage)**	
		For	**Against**
1.	"**THAT**, subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 28 November 2024 (the "**Subscription Agreement**", copy of which has been produced to this meeting marked "A" and initialed by the Chairman for the purpose of identification) entered into between the Company, Golden Base Investment Limited and Mr. Ieong Iat (collectively, the "**Subscribers**") pursuant to which the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for 410,156,509 new shares of the Company (the "**Subscription Shares**") at the subscription price of HK$0.33 per Subscription Share:	46,382,985 (100.00%)	0 (0.00%)

Ordinary resolution		No. of votes (Percentage)	
		For	Against
	(a) the Subscription Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified; (b) all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscribers pursuant to the Subscription Agreement, be and are hereby approved and the Directors be and are hereby authorized to allot and issue the Subscription Shares to the Subscribers pursuant to the Subscription Agreement; and (c) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”		

Special resolution		No. of votes (Percentage)	
		For	Against
2.	"**THAT**, (a) subject to the granting of the Whitewash Waiver (as defined below) by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscribers to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with him which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "**Whitewash Waiver**"), be and is hereby approved; and (b) any one or more of the Directors be and is/are authorized to do all such acts; and things and execute all such document as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver."	46,382,985 (100.00%)	0 (0.00%)

Notes:

1. The full text of the resolutions proposed at the EGM were set out in the Notice.

2. As more than 50% of the votes were cast in favour of the ordinary resolution numbered 1 by the Independent Shareholders, such resolution was duly passed as ordinary resolution of the Company by way of poll.

3. As more than 75% of the votes were cast in favour of the special resolution numbered 2 by the Independent Shareholders, the special resolution numbered 2 was duly passed as special resolution of the Company by way of poll.

Directors of the Company namely Mr. Ng Tit, Ms. Ng Anna Ching Mei, Ms. Chin Yu, Dr. Qian Wei, Mr. Yu Tze Shan Hailson, Mr. Ng Ming Kwan and Dr. Zhao Yubiao attended the EGM in person or by electronic means.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that no Share Options will be exercised, and there will be no change in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the table below sets out the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription.

	As at the date of this announcement		**Immediately after completion of the Subscription**	
	Number of shares	*%[1]*	*Number of shares*	*%[2]*
Subscriber A and parties acting in concert with it				
Subscriber A[3]	40,289,200	15.26	303,925,563	45.08
Ms. Chin Yu	273,333	0.10	273,333	0.04
Subtotal	**40,562,533**	**15.36**	**304,198,896**	**45.12**
Subscriber B and parties acting in concert with it				
Subscriber B[4]	–	–	146,520,146	21.73
Mr. Ieong Chong Mang	54,762,300	20.74	54,762,300	8.12
Annie Investment Co. Ltd.	170,000	0.06	170,000	0.03
Subtotal	**54,932,300**	**20.80**	**201,452,446**	**29.88**
Subscriber A, Subscriber B and parties acting in concert with each of them	**95,494,833**	**36.16**	**505,651,342**	**75.00**
Mr. Yu Tze Shan Hailson[5]	15,000	0.01	15,000	0.002
Public shareholders				
Dr. Wang Minzhi[6][7]	46,372,286	17.56	46,372,286	6.88
Other public shareholders[7]	122,207,387	46.27	122,207,387	18.13
Total issued Shares	**264,089,506**	**100.00**	**674,246,015**	**100.00**

Notes:

(1) These percentages are calculated based on 264,089,506 Shares in issue as at the date of this announcement.

(2) These percentages are calculated based on 674,246,015 Shares in issue upon completion of the Subscription (assuming there is no change in the issued share capital of the Company other than issue of the Subscription Shares).

(3) Subscriber A was legally and beneficially owned as to 50% by Ms. Chin Yu and 50% by Mr. Ng Tit, the spouse of Ms. Chin Yu.

(4) Subscriber B is the son of Mr. Ieong Chong Mang and Ms. Shum Ning, who wholly owns Annie Investment Co. Ltd.

(5) Mr. Yu Tze Shan Hailson is an independent non-executive Director of the Company. Save as disclosed herein, no other Directors held any Shares as at the date of this announcement.

(6) Dr. Wang Minzhi is one of the substantial shareholders of the Company and an external consultant of the Group, providing consultancy services to the Company on research for innovative orthopedic medical devices and drugs to meet patient needs. He has no relationship with any of the Subscribers, their respective ultimate beneficial owners and/or parties acting in concert with any of them.

(7) Shares counted towards the public float of the Company upon completion of the Subscription. Assuming that there is no other change to the share capital and shareholding structure of the Company from the date of this announcement up to the Completion, approximately 25.01% of the total issued Shares will be held in public hands.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 14 February 2025, subject to (i) the approval by at least 75% of the votes cast by the Independent Shareholders in person or by proxy in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders in person or by proxy in respect of the Subscription, the Loan Capitalization and the grant of the Specific Mandate, respectively, at the EGM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscribers and parties acting in concert with any of them between the Announcement and the completion of the Subscription.

The aforementioned condition has been fulfilled as at the date of this announcement.

As at the date of this announcement, except condition precedent (c), i.e. the Listing Committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Shares to be subscribed by the Subscribers and such approval and permission having not subsequently been revoked prior to the commencement of dealings in such Shares on the Stock Exchange, all conditions precedent of the Subscription Agreement have been satisfied. Further announcement(s) will be made by the Company to keep its Shareholders and potential investors informed of any material development in relation to the Loan Capitalization and the transactions contemplated thereunder as and when appropriate.

By order of the Board
China NT Pharma Group Company Limited
NG Tit
Chairman

Hong Kong, 17 February 2025

As at the date of this announcement, the executive Directors are Mr. Ng Tit and Ms. Ng Anna Ching Mei; the non-executive Director is Dr. Qian Wei and Ms. Chin Yu; and the independent non-executive Directors are Mr. Yu Tze Shan Hailson, Mr. Ng Ming Kwan and Dr. Zhao Yubiao.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.