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CStone Pharmaceuticals

基石藥業

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2616)

**(1) POLL RESULTS OF ANNUAL GENERAL
MEETING HELD ON JUNE 25, 2025;
(2) RETIREMENT AND RESIGNATION OF DIRECTORS; AND
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 25, 2025

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of CStone Pharmaceuticals (the “**Company**”) dated June 3, 2025. The board (the “**Board**”) of directors (the “**Director**”) of the Company is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the AGM Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions by way of poll at the annual general meeting of the Company held on June 25, 2025 (the “**AGM**”).

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of Votes Cast (%)		Total No. of Votes Cast (%)
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (“ Directors ”) and auditor of the Company for the year ended December 31, 2024	84,710,712 (99.823240%)	150,000 (0.176760%)	84,860,712 (100.000000%)
2.	(i) To re-elect Dr. Wei Li as a non-executive Director	82,798,637 (97.570047%)	2,062,075 (2.429953%)	84,860,712 (100.000000%)
	(ii) To re-elect Ms. Yip Betty Ho as an independent non-executive Director	84,710,712 (99.823240%)	150,000 (0.176760%)	84,860,712 (100.000000%)

Ordinary Resolutions		No. of Votes Cast (%)		Total No. of Votes Cast (%)
		For	Against	
3.	To authorise the board of Directors to fix the remuneration of the Directors	84,552,712 (99.637052%)	308,000 (0.362948%)	84,860,712 (100.000000%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of Directors to fix their remuneration	83,586,137 (98.498039%)	1,274,575 (1.501961%)	84,860,712 (100.000000%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total issued shares of the Company (excluding any treasury shares of the Company)	60,084,876 (70.804115%)	24,775,836 (29.195885%)	84,860,712 (100.000000%)
6.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the total issued shares of the Company (excluding any treasury shares of the Company)	84,710,712 (99.823240%)	150,000 (0.176760%)	84,860,712 (100.000000%)
7.	To extend the authority given to the Directors pursuant to ordinary resolution no. 5 to issue shares by adding to the issued shares of the Company the number of shares bought back under ordinary resolution no. 6	60,354,876 (71.122283%)	24,505,836 (28.877717%)	84,860,712 (100.000000%)

Notes:

- As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 7, the Resolutions numbered 1 to 7 proposed at the AGM were duly passed as ordinary resolutions of the Company.
- The full text of the Resolutions is set out in the AGM Notice.
- As at the date of the AGM, (i) the total number of ordinary shares of the Company (the “**Shares**”) in issue was 1,364,501,335 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions numbered 1 to 7 proposed at the AGM; and (ii) the Company did not hold any treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or repurchased shares which are pending cancellation.

To the best of the knowledge, information and belief of the board of Directors, and having made all reasonable enquiries:

- there were no Shareholders who were entitled to attend the AGM but was required to abstain from voting in favor of the Resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules;
- none of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions proposed at the AGM; and
- there was no restriction on any Shareholders to cast votes on any of the Resolutions proposed at the AGM and none of the Shareholders have stated their intention in the circular of the Company dated June 3, 2025 to vote against or to abstain from voting on any of the Resolutions at the AGM.

4. Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the Resolutions.
5. The following Directors attended the AGM: Dr. Wei Li, Dr. Jianxin Yang, Mr. Xianghong Lin, Dr. Paul Herbert Chew, Mr. Ting Yuk Anthony Wu and Ms. Yip Betty Ho. Mr. Edward Hu and Mr. Kenneth Walton Hitchner III were unable to attend the AGM due to other business commitment.

RETIREMENT AND RESIGNATION OF DIRECTORS

The Board further announces that:

- (1) Mr. Lin Xianghong ("**Mr. Lin**") retired as a non-executive Director with effect from the conclusion of the AGM;
- (2) Dr. Paul Herbert Chew ("**Dr. Chew**") retired as an independent non-executive Director and a member of each of the audit Committee (the "**Audit Committee**"), the compensation committee (the "**Compensation Committee**"), the nomination committee (the "**Nomination Committee**") and the strategy committee (the "**Strategy Committee**") of the Company with effect from the conclusion of the AGM; and
- (3) Mr. Hongbin Sun ("**Mr. Sun**") resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the investment committee (the "**Investment Committee**") of the Company with effect from June 25, 2025.

Mr. Lin, Dr. Chew and Mr. Sun have respectively confirmed that they have no disagreement with the Board and there is no matter relating to their retirements or resignation that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited.

The Board extends its sincere gratitude to Mr. Lin, Dr. Chew and Mr. Sun for their valuable contributions to the Company during their tenures.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

Following the retirement of Dr. Chew as an independent non-executive Director, he ceased to be a member of each of the Audit Committee, the Compensation Committee, the Nomination Committee and the Strategy Committee with effect from the conclusion of the AGM.

Following the resignation of Mr. Sun as an independent non-executive Director, he ceased to be the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Investment Committee with effect from June 25, 2025.

Ms. Yip Betty Ho ("**Ms. Ho**"), an independent non-executive Director, has been appointed as the chairperson of the Audit Committee, and a member of each of the Compensation Committee, the Nomination Committee, the Strategy Committee and the Investment Committee, all with effect from June 25, 2025.

Ms. Ho's existing role on the Board remains unchanged. The Board warmly welcomes Ms. Ho to her new committee appointments.

NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Following the retirement of Dr. Chew and the resignation of Mr. Sun, the number of independent non-executive directors on the Board would decrease to two independent non-executive Directors. As such, the Company is unable to meet the following requirements under the Listing Rules: (i) the requirement that the Board shall comprise a minimum of three independent non-executive directors under Rule 3.10(1) of the Listing Rules; and (ii) the requirement that the Audit Committee shall comprise a minimum of three members under Rule 3.21 of the Listing Rules.

The Company will endeavour to make the necessary appointment in order to fulfill the requirements of the Listing Rules above and fill the vacancy as soon as practicable, and in any event within the period prescribed under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcements as and when appropriate.

By Order of the Board
CStone Pharmaceuticals
Dr. Wei Li
Chairman

Hong Kong, June 25, 2025

As at the date of this announcement, the Board of Directors comprises Dr. Wei Li as Chairman and non-executive Director, Dr. Jianxin Yang as executive Director, Mr. Kenneth Walton Hitchner III and Mr. Edward Hu as non-executive Directors, and Mr. Ting Yuk Anthony Wu and Ms. Yip Betty Ho as independent non-executive Directors.