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邁博藥業
Mabpharm Limited
迈博药业有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2181)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Mabpharm Limited (the “**Company**”) will be held at No. 301 Libing Road, Pudong New District, Shanghai on Friday, April 30, 2021 at 02:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the entering into of the license agreement in respect of CMAB807 (the “**License Agreement**”) dated March 1, 2021 entered into between Taizhou Mabtech Pharmaceutical Limited* (泰州迈博太科药业有限公司) (“**Taizhou Pharmaceutical**”), an indirect wholly-owned subsidiary of Mabpharm Limited (the “**Company**”) and Shanghai Biomabs Pharmaceuticals Co., Ltd.* (上海百迈博制药有限公司) (“**Biomabs**”) and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 License Agreement.”

2. **“THAT:**

- (a) the entering into of the clinical trials agreement in respect of CMAB807 (the “**Clinical Trials Agreement**”) dated March 1, 2021 entered into between Taizhou Pharmaceutical, and Biomabs and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

* *For identification purposes only*

- (b) the proposed annual cap amounts for the maximum aggregated agreed reimbursement payable under the Clinical Trials Agreement for the three years ending 31 December 2023 as set out in the Circular be and are hereby approved; and
- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 Clinical Trials Agreement.”

3. **“THAT:**

- (a) the entering into of the contract development and manufacturing agreement in respect of CMAB807 (the **“CDMO Agreement”**) dated March 1, 2021 entered into between Taizhou Pharmaceutical and Biomabs and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap amounts for the fees payable under the CDMO Agreement for the three years ending 31 December 2023 as set out in the Circular be and are hereby approved; and
- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize 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 CDMO Agreement.”

By Order of the Board
Mabpharm Limited
Jiao Shuge
Chairman

Hong Kong, April 13, 2021

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 02:00 p.m. on April 28, 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from April 27, 2021 to April 30, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on April 26, 2021.
5. Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the meeting against the epidemic to protect the Shareholders from the risk of infection:
 - (i) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - (ii) Every Shareholder or proxy is required to wear surgical facial mask throughout the meeting; and
 - (iii) No refreshment will be served.Furthermore, the Company wishes to advise the Shareholders, particularly the Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the meeting as a proxy to vote on the resolutions, instead of attending the meeting in person.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Board of Directors comprises Dr. Wang Hao, Mr. Tao Jing, Mr. Li Yunfeng, and Dr. Li Jing as executive Directors; Mr. Jiao Shuge and Mr. Guo Jianjun as non-executive Directors; and Mr. Guo Liangzhong, Dr. Zhang Yanyun and Dr. Liu Linqing as independent non-executive Directors.