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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Monday, October 25, 2021 (the “**Prospectus**”) issued by Clover Biopharmaceuticals, Ltd. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold (1) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as the stabilization manager (the “**Stabilization Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilization Manager, or any person acting for it, to conduct any such stabilizing action, which, if taken, will be conducted at the absolute discretion of the Stabilization Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on November 27, 2021, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Friday, November 5, 2021).



**Clover Biopharmaceuticals, Ltd.**

**三葉草生物製藥有限公司**

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

## **GLOBAL OFFERING**

**Number of Offer Shares under the : 150,000,000 Shares (subject to the  
Global Offering Over-allotment Option)**  
**Number of Hong Kong Offer Shares : 15,000,000 Shares (subject to adjustment)**  
**Number of International Offer Shares : 135,000,000 Shares (subject to adjustment  
and the Over-allotment Option)**  
**Maximum Offer Price : HK\$13.50 per Share, plus brokerage of  
1.0%, SFC transaction levy of 0.0027%  
and Stock Exchange trading fee of 0.005%  
(payable in full on application in  
Hong Kong Dollars and subject to refund)**  
**Nominal Value : US\$0.0001 per Share**  
**Stock Code : 2197**

*Joint Sponsors, Joint Global Coordinators, Joint Bookrunners  
and Joint Lead Managers*

**Goldman  
Sachs**

 **CICC 中金公司**

*Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*

**Goldman  
Sachs**

 **CICC 中金公司**

**CREDIT SUISSE** 

**IMPORTANT NOTICE TO INVESTORS:  
FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**The Prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews > New Listings > New Listing Information” section, and our website at <http://www.cloverbiopharma.com>. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.**

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk); or
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and White Form eIPO Service Provider, **Computershare Hong Kong Investor Services Limited**, both at **+852 2862 8600** on the following dates:

**Monday, October 25, 2021 – 9:00 a.m. to 9:00 p.m.**  
**Tuesday, October 26, 2021 – 9:00 a.m. to 9:00 p.m.**  
**Wednesday, October 27, 2021 – 9:00 a.m. to 9:00 p.m.**  
**Thursday, October 28, 2021 – 9:00 a.m. to 12:00 noon**

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker** or **agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **White Form eIPO** service or **CCASS EIPO** Service must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
500	6,818.02	8,000	109,088.32	70,000	954,522.77	600,000	8,181,623.70
1,000	13,636.04	9,000	122,724.36	80,000	1,090,883.16	700,000	9,545,227.65
1,500	20,454.06	10,000	136,360.40	90,000	1,227,243.56	800,000	10,908,831.60
2,000	27,272.08	15,000	204,540.60	100,000	1,363,603.95	900,000	12,272,435.55
2,500	34,090.10	20,000	272,720.79	150,000	2,045,405.93	1,000,000	13,636,039.50
3,000	40,908.12	25,000	340,900.99	200,000	2,727,207.90	2,000,000	27,272,079.00
3,500	47,726.14	30,000	409,081.19	250,000	3,409,009.88	3,000,000	40,908,118.50
4,000	54,544.16	35,000	477,261.39	300,000	4,090,811.85	4,000,000	54,544,158.00
4,500	61,362.18	40,000	545,441.58	350,000	4,772,613.83	5,000,000	68,180,197.50
5,000	68,180.20	45,000	613,621.78	400,000	5,454,415.80	6,000,000	81,816,237.00
6,000	81,816.24	50,000	681,801.98	450,000	6,136,217.78	7,500,000 <sup>(1)</sup>	102,270,296.25
7,000	95,452.28	60,000	818,162.37	500,000	6,818,019.75		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## THE LISTING APPLICATION

We have applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in (i) the Shares in issue (including the Shares to be converted from preferred shares); (ii) the Shares to be issued pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares to be issued pursuant to the Pre-IPO Share Option Plan and the Post-IPO Share Option Plan.

## STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 15,000,000 Offer Shares (subject to adjustment) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering; and
- the International Offering of initially 135,000,000 Offer Shares (subject to adjustment and the Over-allotment Option), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18, the Joint Global Coordinators may, at their discretion, reallocate the Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such allocation is done other than pursuant to the Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than double the number of Offer Shares initially available to the Hong Kong Public Offering (i.e. 30,000,000 Offer Shares, representing approximately 20% of the total number of Offer Shares initially available under the Global Offering). In the case of such reallocation, the final Offer Price should be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$12.80 per Offer Share) as stated in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 22,500,000 additional Offer Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on our website ([www.cloverbiopharma.com](http://www.cloverbiopharma.com)), respectively.

## PRICING

The Offer Price will not be more than HK\$13.50 per Offer Share and is expected to be not less than HK\$12.80 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$13.50 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$13.50 per Offer Share.

**Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in the Prospectus.**

## EXPECTED TIMETABLE

Hong Kong Public Offering commences .....9:00 a.m. on Monday, October 25, 2021

Latest time for completing electronic applications  
under **White Form eIPO** service through  
the designated website [www.eipo.com.hk](http://www.eipo.com.hk)..... 11:30 a.m. on Thursday,  
October 28, 2021

Application lists open ..... 11:45 a.m. on Thursday,  
October 28, 2021

Latest time for (a) completing payment for  
**White Form eIPO** applications by  
effecting internet banking transfer(s) or PPS  
payment transfer(s) and (b) giving **electronic  
application instructions** to HKSCC ..... 12:00 noon on  
Thursday, October 28, 2021

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close ..... 12:00 noon on  
Thursday, October 28, 2021

Expected Price Determination Date.....Thursday, October 28, 2021

Announcement of the Offer Price on our website at  
[www.cloverbiopharma.com](http://www.cloverbiopharma.com) and the  
website of the Stock Exchange  
at [www.hkexnews.hk](http://www.hkexnews.hk) on or around..... Thursday, November 4, 2021

Announcement of the level of indications of interest  
in the International Offering, the level of applications  
in the Hong Kong Public Offering and the basis of  
allocation of the Hong Kong Offer Shares on our  
website at [www.cloverbiopharma.com](http://www.cloverbiopharma.com) and the  
website of the Stock Exchange  
at [www.hkexnews.hk](http://www.hkexnews.hk) on or before..... Thursday, November 4, 2021

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website and the website of the Stock Exchange at [www.cloverbiopharma.com](http://www.cloverbiopharma.com) and [www.hkexnews.hk](http://www.hkexnews.hk), respectively ..... Thursday, November 4, 2021
- from the designated results of allocations website at [www.iporeresults.com.hk](http://www.iporeresults.com.hk) (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a "search by ID" function from ..... 8:00 a.m. on Thursday, November 4, 2021 to 12:00 midnight on Wednesday, November 10, 2021
- from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on ..... Thursday, November 4, 2021, Friday, November 5, 2021, Monday, November 8, 2021 and Tuesday, November 9, 2021

Share certificates in respect of wholly or partially successful applications to be dispatched/collected or deposited into CCASS on or before ..... Thursday, November 4, 2021

**White Form e-Refund payment**  
instructions/refund checks in respect of wholly or partially successful applications if the final Offer Price is less than the price payable on application (if applicable) or wholly or partially unsuccessful applications to be dispatched/collected on or before ..... Thursday, November 4, 2021

Dealings in the Shares on the Stock Exchange  
expected to commence at 9:00 a.m. on ..... Friday, November 5, 2021

*Note:* All dates and times refer to Hong Kong local dates and times, except as otherwise stated.



## SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangements as such arrangements may affect their rights and interests.

## ELECTRONIC APPLICATION CHANNELS

### White Form eIPO service

You may submit your application through the **White Form eIPO** service through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last day for application) from 9:00 a.m. on Monday, October 25, 2021 until 11:30 a.m. on Thursday, October 28, 2021 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, October 28, 2021, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of bad weather and Extreme Conditions on the opening and closing of the application lists” in the Prospectus.

### CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:<sup>(1)</sup>

<b>Monday, October 25, 2021</b>	<b>– 9:00 a.m. to 8:30 p.m.</b>
<b>Tuesday, October 26, 2021</b>	<b>– 8:00 a.m. to 8:30 p.m.</b>
<b>Wednesday, October 27, 2021</b>	<b>– 8:00 a.m. to 8:30 p.m.</b>
<b>Thursday, October 28, 2021</b>	<b>– 8:00 a.m. to 12:00 noon</b>

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, October 25, 2021 until 12:00 noon on Thursday, October 28, 2021 (24 hours daily, except on Thursday, October 28, 2021, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, October 28, 2021, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares – Effect of bad weather and Extreme Conditions on the opening and closing of the application lists” in the Prospectus.

*Note:*

- (1) The times in this subsection are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants and/or CCASS Investor Participants.



If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage fees, SFC transaction levy and the Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, November 4, 2021.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

## **PUBLICATION OF RESULTS**

We expect to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, November 4, 2021 on our website at [www.cloverbiopharma.com](http://www.cloverbiopharma.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares – Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$13.50 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon) paid on application, or if the conditions of the Global Offering as set out in the section headed “Structure of the Global Offering – Conditions of the Global Offering” in the Prospectus are not satisfied or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest. Any refund of the application monies will be made on or before Thursday, November 4, 2021.

No temporary documents of title will be issued in respect of the Offer Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, November 5, 2021 (Hong Kong time), provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with their respective terms at or before that time.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Friday, November 5, 2021 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, November 5, 2021 (Hong Kong time). The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares will be 2197.

By order of the Board  
**Clover Biopharmaceuticals, Ltd.**  
**Peng Liang**  
*Chairman*

Hong Kong, October 25, 2021

*As at the date of this announcement, the Board comprises Dr. Peng Liang as the Chairman and executive Director, Mr. Joshua Liang as executive Director, Dr. Xiaodong Wang, Mr. Ting Xiao and Mr. Dong Lyu as non-executive Directors, and Dr. Xiaobin Wu, Mr. Xiang Liao, Mr. Jeffrey Farrow and Mr. Thomas Leggett as independent non-executive Directors.*