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**ALPHAMAB ONCOLOGY**

**康寧傑瑞生物製藥**

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

**(Stock Code: 9966)**

## **PROPOSED ADOPTION OF THE FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Alphamab Oncology (the “**Company**”) hereby announces that at a meeting of the Board held on the date of this announcement, the relevant resolution has been passed to propose the adoption of the fifth amended and restated articles of association of the Company (the “**Amended and Restated AoA**”) to conform to the core standards of shareholder protection as provided in the amended Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) under the new listing regime for overseas issuers which took effect on January 1, 2022 (the “**New Listing Regime**”) and to incorporate certain housekeeping amendments. The proposed adoption of the Amended and Restated AoA is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on or around Monday, June 12, 2023 (the “**AGM**”).

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

### **PROPOSED ADOPTION OF AMENDED AND RESTATED AOA**

The Board has resolved at the Board meeting held on the date of this announcement to propose the adoption of the Amended and Restated AoA to conform to the amended Appendix 3 to the Listing Rules under the New Listing Regime, which streamlines and standardizes a uniform set of 14 core standards for shareholder protections for all issuers regardless of their place of incorporation.

The major proposed amendments to the Amended and Restated AoA include, amongst others:

- (i) provisions as to notice, convening and conduct of general meetings;
- (ii) provisions as to members’ rights to speak and vote at a general meeting;
- (iii) provisions as to reserving (a) approval of appointment, removal and remuneration of auditor to ordinary resolutions; and (b) approval of winding up the Company to special resolution;

- (iv) provisions as to the term of a director appointed by the Board to fill a causal vacancy or as an addition;
- (v) other amendments for house-keeping purposes in line with the proposed amendments in line with the proposed amendments in (i) to (iv) above pursuant to the Listing Rules and the applicable laws of the Cayman Islands; and
- (vi) other miscellaneous amendments to update or clarify provisions where it is considered desirable.

## **EFFECTIVE DATE**

The proposed adoption of the Amended and Restated AoA is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The Amended and Restated AoA, if approved by the Shareholders, will become effective upon the approval by the Shareholders at the AGM.

## **CIRCULAR**

A circular containing, among other things, details of the proposed adoption of the Amended and Restated AoA, together with the notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board  
**Alphamab Oncology**  
**Dr. XU Ting**  
*Chairman and Executive Director*

Hong Kong, March 31, 2023

*As at the date of this announcement, the Board comprises Dr. XU Ting as the chairman of the Board and executive Director and Ms. LIU Yang as executive Director, Mr. XU Zhan Kevin as non-executive Director, and Dr. GUO Zijian, Mr. WEI Kevin Cheng and Mr. WU Dong as independent non-executive Directors.*