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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **SinoMab BioScience Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SinoMab BioScience Limited
中國抗體製藥有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 3681)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS TO THE 2022 SHARE OPTION SCHEME
AND
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND
SERVICE PROVIDER SUBLIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

Nuada Limited

The notice convening the 2024 AGM of SinoMab BioScience Limited to be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the 2024 AGM, please complete and sign the enclosed form of proxy for use at the 2024 AGM in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the 2024 AGM (i.e. not later than 10:00 a.m. on Wednesday, 12 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2024 AGM if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sinomab.com).

Please note that no refreshment or corporate souvenir will be provided at the 2024 AGM.

26 April 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	5
2. Proposed Re-election of Retiring Directors	6
3. Proposed Granting of General Mandate to Buy Back Shares	6
4. Proposed Granting of General Mandate to Issue Shares	7
5. Proposed Amendments to the 2022 Share Option Scheme	7
6. Proposed Refreshment of Scheme Mandate Limit and Service Provider Sublimit	10
7. 2024 AGM and Proxy Arrangement	13
8. Documents on Display	13
9. Responsibility Statement	14
10. Recommendation	14
Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the 2024 AGM	15
Appendix II — Explanatory Statement on the Share Buy-back Mandate	23
Appendix III — Letter from the Independent Board Committee	26
Appendix IV — Letter from the Independent Financial Adviser	28
Appendix V — Summary of the Proposed Amendments	38
Notice of 2024 AGM	40

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 Share Award Scheme”	the share award scheme adopted by the Company on 4 February 2021 (as amended from time to time)
“2022 Share Option Scheme”	the share option scheme adopted by the Company on 26 October 2022 (as amended from time to time)
“2024 AGM”	the annual general meeting of the Company to be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Notice of 2024 AGM which is set out on pages 40 to 45 of this circular, or any adjournment thereof
“Adoption Date”	26 October 2022, the adoption date of the 2022 Share Option Scheme
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company”	SinoMab BioScience Limited (中國抗體製藥有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Employee Participants”	any employee (whether full-time or part-time) and director of any member of the Group
“Group”, “our Group”, “we”, “our” or “us”	the Company and its subsidiaries at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Independent Board Committee”	the independent committee of the Board comprising all independent non-executive Directors, namely Mr. George William Hunter CAUTHERLEY, Mr. Ping Cho Terence HON, Dr. Chi Ming LEE and Mr. Dylan Carlo TINKER, established to advise the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit
“Independent Financial Adviser”	Nuada Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed for the purpose of advising the Independent Board Committee and the Independent Shareholders as to the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit
“Independent Non-executive Directors”	the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Share Options concerned)
“Independent Shareholders”	Shareholders other than any controlling shareholders and their associates (or if there is no controlling shareholder, directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates) who are required to abstain from voting on the relevant resolutions at the 2024 AGM approving the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit under the Listing Rules
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2024 AGM which is set out on pages 40 to 45 of this circular
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Date”	12 November 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Notice of 2024 AGM”	the notice convening the 2024 AGM appended to this circular
“Participants”	include Employee Participants and Service Providers
“Retiring Directors”	those Directors who, as named under the section headed “Proposed Re-election of Retiring Directors” in the Letter from the Board contained in this circular, will retire at the 2024 AGM pursuant to the Articles of Association
“Scheme Mandate Limit”	the maximum number of Shares which may be issued in respect of all Share Options or awards to be granted under the 2022 Share Option Scheme or any other schemes which initially shall not in aggregate exceed 5% of the Shares in issue as at the Adoption Date and thereafter, if amended and refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the amended and refreshed limit by the Shareholders
“Service Provider”	persons who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are material to the long term growth of the Group, including independent contractor, consultant and/or advisors for research and development, product commercialisation, marketing, innovation upgrading, strategic/commercial planning on corporate image and investor relations in investment environment of the Company (excluding any placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and auditors or valuers)
“Service Provider Sublimit”	within the Scheme Mandate Limit, the maximum number of Shares which may be issued upon exercise of all Share Options or awards to be granted under the 2022 Share Option Scheme or any other schemes of the Company to the Service Providers which initially shall not in aggregate exceed 1% of the Shares in issue as at the Adoption Date and thereafter, if amended and refreshed shall not exceed 1% of the Shares in issue as at the date of approval of the amended limit by the Shareholders

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2024 AGM which is set out on pages 40 to 45 of this circular
“Share Option”	share option(s) granted or to be granted under the 2022 Share Option Scheme or other share schemes of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission as amended, supplemented or otherwise modified from time to time

LETTER FROM THE BOARD



SinoMab BioScience Limited
中國抗體製藥有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 3681)

Executive Directors:

Dr. Shui On LEUNG
(Chairman and Chief Executive Officer)
Mr. Shanchun WANG *(President (China))*

Non-executive Directors:

Dr. Haigang CHEN
Mr. Xun DONG
Dr. Wenyi LIU
Mr. Lei SHI
Dr. Jianmin ZHANG

Independent Non-executive Directors:

Mr. George William Hunter CAUTHERLEY
Mr. Ping Cho Terence HON
Dr. Chi Ming LEE
Mr. Dylan Carlo TINKER

Registered Office:

Units 303 and 305 to 307
No. 15 Science Park West Avenue
Hong Kong Science Park
Pak Shek Kok
New Territories
Hong Kong

26 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS TO THE 2022 SHARE OPTION SCHEME
AND
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND
SERVICE PROVIDER SUBLIMIT
AND
NOTICE OF 2024 AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2024 AGM to be held on 14 June 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 111(a) of the Articles of Association, Mr. Ping Cho Terence HON, Dr. Chi Ming LEE, Dr. Shui On LEUNG and Dr. Wenyi LIU will retire at the 2024 AGM. In addition, Mr. Shanchun WANG and Dr. Jianming ZHANG who have been appointed by the Board after the 2023 annual general meeting shall hold office until the 2024 AGM pursuant to Article 110 of the Articles of Association. All of the above Retiring Directors are eligible for re-election at the 2024 AGM and will stand for re-election at the 2024 AGM.

The re-election of the Retiring Directors at the 2024 AGM will be for a term of three years and subject to re-appointment, re-election and retirement of their respective service contract/letters of appointment. Details of the Retiring Directors who will offer themselves for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's corporate strategy, as well as the independence of all independent non-executive Directors. The Nomination Committee of the Company has recommended to the Board on re-election of the Retiring Directors. The Company considers that Mr. Ping Cho Terence HON and Dr. Chi Ming LEE, the retiring independent non-executive Directors, are independent according to the independence guidelines set out in the Listing Rules and the Retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 12 June 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2024 AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the 2024 AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2024 AGM (i.e. a total of 109,175,511 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2024 AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 12 June 2023, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the 2024 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2024 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2024 AGM (i.e. a total of 218,351,023 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2024 AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate (if granted) will also be proposed at the 2024 AGM as set out in item 6 of the Notice of 2024 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED AMENDMENTS TO THE 2022 SHARE OPTION SCHEME

The Company adopted the 2022 Share Option Scheme on 26 October 2022 by the Shareholders to provide Participants with the opportunity to acquire proprietary interests in the Company, to provide the incentives to the Participants, and to recognise their contributions made and to be made to the growth and development of the Group and for such other purposes as the Board may approve from time to time. The 2022 Share Option Scheme shall remain in force for a period of ten (10) years commencing from the Adoption Date. Apart from the 2022 Share Option Scheme and the 2021 Share Award Scheme, the Company has no other share scheme currently in force. It is expected that the 2022 Share Option Scheme will link the value of the Company with the interests of the Participants enabling the Participants and the Company to develop together and promote the Company's corporate culture.

Pursuant to the 2022 Share Option Scheme, the maximum number of Shares in respect of which options may be granted under the 2022 Share Option Scheme and any other share scheme(s) of the Company shall not exceed 5% of the total number of issued Shares as of the Adoption Date (i.e. a total of 50,312,020 Shares).

In order to give the Company flexibility to grant share options to the Participants under the 2022 Share Option Scheme as incentives and rewards for their contribution to the Group, the Board proposed to amend the 2022 Share Option Scheme so as to increase the existing Scheme Mandate Limit and the Service Provider Sublimit at the 2024 AGM (the "**Proposed Amendments**"). Subject to (i) the approval of the Shareholders at the 2024 AGM and (ii) the Listing Committee granting the approval of the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the 2024 AGM, which may fall to be allotted and issued pursuant to the exercise of the Share Options that may be granted under the Scheme Mandate Limit so amended and refreshed, (A) the existing Scheme Mandate Limit will be increased so that the total number of Shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme and any other share scheme(s) of the Company shall not in aggregate exceed 10% of the Shares in issue

LETTER FROM THE BOARD

at the date of approval of the Proposed Amendments; (B) the existing Service Provider Sublimit will be increased so that the total number of Shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme and other share schemes of the Company to Service Providers shall not exceed 1% of the total number of Shares in issue on the 2024 AGM Date.

Subject to the approval of the Shareholders at general meeting and such other requirements prescribed under the Listing Rules, the Company may further refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the refreshed Scheme Mandate Limit shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the Proposed Amendments; and
- (b) options previously granted under the 2022 Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

The Board considers it to be a suitable time to increase the Scheme Mandate Limit and the Service Provider Sublimit as (i) the Company expects the increased need for the grant of Share Options to be in line with the business development of the Group, especially in the stage of approaching and in the early stage of commercialisation of the first commercialised product of the Group, SM03 (Suciraslimab). As disclosed in the announcement of the Company dated 26 April 2023, SM03 (Suciraslimab) met its primary endpoint in a phase III clinical study for the treatment of rheumatoid arthritis (“**RA**”) in the PRC. The interim results announcement for the six months ended 30 June 2023 dated 21 August 2023 of the Company also reported that the Company has submitted its Biologics License Application (“**BLA**”) for SM03 (Suciraslimab) for the treatment of RA with the National Medical Products Administration of the PRC (“**NMPA**”) in August 2023 for subsequent commercialisation which will usually happen 10 to 12 months after the BLA submission. As per the annual results announcement for the year ended 31 December 2023 of the Company dated 25 March 2024, it was reported that the clinical sites inspection and Good Manufacturing Practice inspection which are the necessary inspection procedures for BLA required by the NMPA were completed in January 2024. In addition, a Phase III extension study which allows the Company to have a prolonged observation on both efficacy and safety profile of SM03 (Suciraslimab) has been conducted. As of 31 March 2024, there were 50 patients in the extension study and the clinical data collected for the extension study demonstrates the continued efficacy of SM03 (Suciraslimab). As at the Latest Practicable Date, clinical data collected for the extension study demonstrates the continued efficacy of SM03 (Suciraslimab). (ii) the Board considers that granting of Share Options to Participants would be a more appropriate means to attract and retain talents instead of cash reward and other settlement as the grant of Share Options (A) will not induce cash flow constraints given the loss-making financial performance of the Group; (B) enables the Group to maintain its liquid capital to carry on its current business and sufficient buffer cash for future or sudden use; and (C) could be more cost effective for the Group; and (iii) the grant of Share Option is in the best interests of the Company and the Shareholders as a whole because the Board is of the view that cash remuneration to Participants may not be fruitful

LETTER FROM THE BOARD

since the remuneration incurred will affect the cash flow for daily operation use, and therefore, the Company is intended to grant Share Options to Participants as remuneration for their services rendered to the Group. As such, the Company shall grant share options as and when the Board considers appropriate to incentivise the Participants.

If the Scheme Mandate Limit and the Service Provider Sublimit are increased at the 2024 AGM, on the basis of 1,091,755,119 Shares in issue at the Latest Practicable Date and assuming that (i) the Shareholders approve the Proposed Amendments at the 2024 AGM; (ii) the Shareholders approve the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit; and (iii) no Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the 2024 AGM approving the Proposed Amendments, Share Options to subscribe for up to 109,175,511 Shares may be granted under the 2022 Share Option Scheme and any other scheme(s) of the Company, representing 10% of the Shares in issue as at date of approval of the Proposed Amendments, and within the Scheme Mandate Limit, Share Options to subscribe for up to 10,917,551 Shares may be granted to Service Providers under 2022 Share Option Scheme and any other scheme(s) of the Company, representing 1% of the Shares in issue as at date of approval of the Proposed Amendments.

The Directors consider that it is not practicable to state the value of all the Share Options that can be granted as if they had been granted as at the Latest Practicable Date prior to the date of approval of the Proposed Amendments given that the variables which are crucial for the calculation of the value of such Share Options cannot be determined. These variables include, but are not limited to, the subscription price payable for the Shares upon the exercise of subscription rights attaching to the Share Options, the length of the option period, any lock-up period, performance targets or other conditions, restrictions or limitations that the Board may impose with respect to the Share Options. The Directors believe that any calculation of the value of the Share Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as it provides more flexibility for the Company to provide incentive to encourage the Participants to perform their best in achieving the goals of the Group and allow the Participants to enjoy the results of the Company attained through their efforts and contributions.

The Proposed Amendments are conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Proposed Amendments at the 2024 AGM; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as of the date of the 2024 AGM which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Scheme Mandate Limit so amended and refreshed.

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares that may fall to be issued pursuant to the exercise of any options that may be granted under the amended and refreshed Scheme Mandate Limit and the Service Provider Sublimit.

Pursuant to Note (1) of Rule 17.03(18) of the Listing Rules, any alterations to the terms and conditions of the 2022 Share Option Scheme which are of a material nature or any alterations to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of participants must be approved by the Shareholders. As the Proposed Amendments to the 2022 Share Option Scheme is considered to be material in nature, the Proposed Amendment will be subject to approval by the Shareholders at the 2024 AGM. Accordingly, an ordinary resolution will be proposed at the 2024 AGM as set out in the notice of the 2024 AGM to give effect to the proposals as described above. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution to be proposed at the 2024 AGM to approve the Proposed Amendments.

6. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

The 2022 Share Option Scheme was adopted by the Shareholders on 26 October 2022. Apart from the 2022 Share Option Scheme and the 2021 Share Award Scheme, the Company has no other share scheme currently in force. In relation to the 2021 Share Award Scheme, it is a share scheme that is funded by existing Shares and is not involved in granting of new Shares or Share Options over new Shares. Hence, any award granted thereunder would not be counted under the Scheme Mandate Limit.

During the term of the 2022 Share Option Scheme up to the Latest Practicable Date, a total of 49,878,400 Share Options have been granted on 3 November 2022, 6 November 2023 and 16 November 2023. As at the Latest Practicable Date, no Share Option has been exercised and 49,498,400 Share Options were outstanding under the 2022 Share Option Scheme. 380,000 Share Options were lapsed and no Share Option was cancelled under the 2022 Share Option Scheme. The Company does not intend to grant any Share Options under the 2022 Share Option Scheme or other share scheme of the Company after the Latest Practicable Date and up to the date of the 2024 AGM.

The purpose of the 2022 Share Option Scheme is to provide the Participants with the opportunity to acquire proprietary interests in the Company, to provide incentives to the Participants, and to recognise their contributions made and to be made to the growth and development of the Group and for such other purposes as the Board may approve from time to time.

The Board considers that the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is in the interests of the Company and the Shareholders as a whole as it provides more flexibility for the Company to motivate the Participants for their future contributions to the Group and/or to reward them for their past contributions, and to maintain on-going relationships with them.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 1,091,755,119 Shares in issue. Subject to the approval of the Shareholders at the 2024 AGM, and assuming that no Shares are issued or repurchased by the Company after the Latest Practicable Date up to the date of the 2024 AGM, if the 2022 Share Option Scheme is refreshed and amended in accordance with the resolutions as set out in the notice of 2024 AGM, (1) the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the 2022 Share Option Scheme and other share schemes of the Company will be 109,175,511 Shares, being 10% of the Shares in issue as at the date of the 2024 AGM; and (2) the maximum number of Shares which may be issued in respect of all Share Options to be granted to Service Providers within the amended and refreshed Scheme Mandate Limit will be 10,917,551 Shares, being 1% of the Shares in issue as at the date of the 2024 AGM.

The refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Proposed Amendments at the 2024 AGM;
- (ii) the passing of an ordinary resolution by the Independent Shareholders to approve the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit at the 2024 AGM; and
- (iii) the Listing Committee granting the approval of the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the 2024 AGM, which may fall to be allotted and issued pursuant to the exercise of the Share Options that may be granted under the Scheme Mandate Limit and the Service Provider Sublimit so amended and refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the Share Options that may be granted under the amended and refreshed Scheme Mandate Limit and the Service Provider Sublimit.

Listing Rules Implications

Pursuant to Rule 17.03C(1)(b) of the Listing Rules, any refreshment of the existing Scheme Mandate Limit and Service Provider Sublimit within any three-year period from the date of adoption of the scheme is subject to the independent shareholders' approval by way of an ordinary resolution at the 2024 AGM, at which any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour of the resolution to approve the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit (i.e. the Independent Shareholders).

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, the Company has no controlling Shareholder. Accordingly, Dr. Shui On LEUNG, Mr. Shanchun WANG, Dr. Haigang CHEN, Mr. Xun DONG, Dr. Wenyi LIU, Mr. Lei SHI and Dr. Jianmin ZHANG being the executive Directors and non-executive Directors respectively, together with their associates will abstain from voting in favour of the resolution to approve the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, save as disclosed and as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the proposed resolution on the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit at the 2024 AGM.

Pursuant to Rule 17.03C(2) of the Listing Rules, the total number of shares which may be issued in respect of all options and awards to be granted under all of the schemes of the listed issuer under the scheme mandate as "refreshed" must not exceed 10% of the relevant class of shares in issue as at the date of approval of the refreshed scheme mandate.

Pursuant to Rule 17.03C(1)(b)(ii) of the Listing Rules, the Company shall also establish an independent board committee and appoint an independent financial adviser to advise the Shareholders. The Independent Board Committee comprising all independent non-executive Directors has been formed to advise the Independent Shareholders on the reasonableness and fairness in respect of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit. The Independent Financial Adviser has been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the above issue. The text of the letter from the Independent Board Committee is set out on pages 26 to 27 of this circular and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 28 to 37 of this circular.

The Directors (including the independent non-executive Directors) consider that the terms of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. As such, the Directors recommend that the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the 2024 AGM.

LETTER FROM THE BOARD

7. 2024 AGM AND PROXY ARRANGEMENT

The Notice of 2024 AGM is set out on pages 40 to 45 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the 2024 AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2024 AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sinomab.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with any authority (if any) under which it is signed or a copy of such power or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is public holiday) before the time appointed for the 2024 AGM (i.e. not later than 10:00 a.m. on Wednesday, 12 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2024 AGM if you so wish.

8. DOCUMENTS ON DISPLAY

Electronic copies of the following documents will be published on the websites of the Company (www.sinomab.com) and the Stock Exchange (<http://www.hkexnews.hk>) for not less than 14 days from the date of this circular up to and including the date of the 2024 AGM:

- (i) the existing 2022 Share Option Scheme;
- (ii) the amended 2022 Share Option Scheme reflecting the Proposed Amendments;
- (iii) the letter from the Independent Board Committee, the text of which is set out in this circular;
- (iv) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in this circular; and
- (v) this circular.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors consider that the proposed re-election of the Retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, the amendments to the 2022 Share Option Scheme and the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2024 AGM.

Yours faithfully,
For and on behalf of the Board
SinoMab BioScience Limited
Dr. Shui On LEUNG

Executive Director, Chairman and Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the 2024 AGM.

(1) Mr. Ping Cho Terence HON (韓炳祖)

Mr. Ping Cho Terence HON (韓炳祖), aged 64, was appointed as an independent non-executive Director on 18 October 2019 (with effect from 31 October 2019). Mr. Hon is also the chairman of the Audit Committee of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. Hon has over 35 years of experience in accounting, treasury and financial management. Mr. Hon has served as an independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (stock code: 520), 361 Degrees International Limited (stock code: 1361), and Daphne International Holdings Limited (stock code: 210), all of which are companies listed on the Stock Exchange. Mr. Hon was also an independent non-executive director of Jimu Group Limited (stock code: 8187), a company listed on the Growth Enterprise Market of the Stock Exchange from December 2017 to May 2021.

He was previously the chief financial officer and company secretary of DTXS Silk Road Investment Holdings Company Limited (stock code: 620), a company listed on the Main Board of the Stock Exchange, from June 2016 (as chief financial officer) and November 2016 (as company secretary) until September 2018. Prior to that, Mr. Hon worked at a number of companies, including at Auto Italia Holdings Limited (stock code: 720) as chief financial officer and company secretary between December 2013 and April 2016, China Dongxiang (Group) Co., Ltd. (stock code: 3818) as chief financial officer between December 2010 and October 2012, Ka Wah Construction Materials (Hong Kong) Limited as chief financial officer between September 2008 to December 2010, TOM Group Limited (stock code: 2383) between June 2001 and February 2008 with his last position as the group finance director, and Ng Fung Hong Limited as a company secretary of the group between 1996 and 2001. Before moving to the commercial sector, Mr. Hon worked in an international accounting firm. Mr. Hon is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. He obtained a master's degree in business administration (financial services) from The Hong Kong Polytechnic University in November 2004.

Save as disclosed above, Mr. Hon did not hold any other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Hon does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Hon entered into a letter of appointment with the Company pursuant to which he agreed to act as an independent non-executive Director for an initial term of three years with effect from 31 October 2019, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Hon is entitled to an annual director's fee of HK\$315,000.

As at the Latest Practicable Date, Mr. Hon did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

The Company has received from Mr. Hon his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Mr. Hon is independent.

There is no information which is discloseable nor is Mr. Hon involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hon that need to be brought to the attention of the Shareholders.

(2) Dr. Chi Ming LEE (李志明)

Dr. Chi Ming LEE (李志明), aged 70, was appointed as an independent non-executive Director with effect from 15 June 2021. Dr. Lee is also the chairman of the Remuneration Committee of the Company and a member of the Audit Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board and ensuring a high standard of overall governance. Dr. Lee has over 30 years of experience in academic and biopharmaceutical arena. Dr. Lee served as a director of the Office of Research and Knowledge Transfer Services at The Chinese University of Hong Kong from 2016 to 2020. Before the latest appointment mentioned above, Dr. Lee had held senior positions in various multinational pharmaceutical and biotechnology companies and academic institute between 1992 to 2013. His longest employment was with AstraZeneca with positions of an executive director of Translational Science in the areas of CNS and Pain Innovative Medicines in Sweden from 2011 to 2013, an executive director between 2007 to 2011, a director from 2004 to 2007 of Translational Science in the areas of CNS and Pain Control Research Area in the USA, and the global product director in CNS therapy area from 2002 to 2004 in Sweden. Prior with AstraZeneca, Dr. Lee had worked at Bayer Corporation between 1993 and 1998 and served as an associate director of the Institute for Dementia Research. From 1992 to 1993, Dr. Lee served as a senior group leader of Exploratory Neurodegeneration at Abbott Laboratories. Dr. Lee also served as a senior lecturer at the Department of Biochemistry, Faculty of Medicine of The Chinese University of Hong Kong from 1982 to 1992. Dr. Lee has extensive experience in working at the interface of R&D, developing global drug discovery strategy, forming collaborative joint ventures, evaluating licensing opportunities and facilitating strategic alignment of the tasks and goals of the discovery and development functions. Dr. Lee has been actively engaged in promoting scientific activities. He was an active member of the FNIH Biomarker Consortium Neuroscience Steering Committee, the European Innovative Medicine Initiative (IMI) on NEWMEDS and the Institute of Medicine (IOM) Neuroforum, which focus on biomarkers and translational R&D for CNS diseases. Dr. Lee was a director of Ever East Consultants Limited, a company incorporated in Hong Kong with its nature of business as provision of consulting services in translational drug discovery and development, which was dissolved by deregistration on 19 March 2021 under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Dr. Lee received his Ph.D. from Cambridge University and did his post-doctoral training at John Hopkins University.

Save as disclosed above, Dr. Lee did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Lee does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Dr. Lee entered into a letter of appointment with the Company pursuant to which he agreed to act as an independent non-executive Director for an initial term of three years with effect from 15 June 2021, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Lee is entitled to an annual director's fee of HK\$315,000.

As at the Latest Practicable Date, Dr. Lee did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

The Company has received from Dr. Lee his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Dr. Lee is independent.

There is no information which is discloseable nor is Dr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Lee that need to be brought to the attention of the Shareholders.

(3) Dr. Shui On LEUNG (梁瑞安)

Dr. Shui On LEUNG (梁瑞安), aged 64, was appointed as a Director and the chairman of the Board in April 2001 and subsequently appointed as our chief executive officer in January 2003 and subsequently designated as an executive Director in June 2019. He is also the chairman of the Nomination Committee of the Company and a member of the Remuneration Committee of the Company. Dr. Leung is primarily responsible for formulating overall strategic directions, overseeing scientific and clinical R&D activities and managing overall operations of the Group. Dr. Leung is also a director of certain subsidiaries of the Company. Dr. Leung has over 30 years of experience in the field of molecular immunology and therapeutic monoclonal antibodies. Dr. Leung has been a member of the first session of Biotech Advisory Panel of the Stock Exchange since April 2018. He is also a director of the Hong Kong Genome Institute. Dr. Leung currently also serves as an adjunct professor of the Army Medical University (中國人民解放軍陸軍軍醫大學, formerly known as the Third Military Medical University (中國人民解放軍第三軍醫大學) and China and the Air Force Medical University (中國人民解放軍空軍軍醫大學), formerly known as the Fourth Military Medical University (中國人民解放軍第四軍醫大學) in mainland China. He has also been an adjunct professor of The Hong Kong University of Science and Technology since September 2018. From 2011 to 2014, Dr. Leung was an adjunct professor of Fudan University, China (復旦大學). Prior to joining the Company, Dr. Leung served as the managing director of The Hong Kong Institute of Biotechnology Limited, which is currently a biotechnology R&D arm of The Chinese University of Hong Kong, from September 2000 to August 2003. Dr. Leung was an adjunct professor of The Chinese University of Hong Kong from February 2001 to

January 2004. From May 1991 to in or around August 2000, he held several positions in Immunomedics, Inc. (“**Immunomedics**”), a leading U.S. antibody-drug conjugate company, including an associate director of the molecular biology department and an executive director of the biology research department. During his term with Immunomedics, Dr. Leung was awarded grants by the U.S. Department of Health and Human Services multiple times for his research programmes, including “Engineering a Unique Conjugation Site on AB Light Chain” and “A Humanised Antibody for Breast Cancer Treatment”. In October 1996, Dr. Leung was appointed as an adjunct assistant member of the Center for Molecular Medicine & Immunology at Garden State Cancer Center. Dr. Leung was also engaged in postdoctoral research at Yale University, U.S.A. from July 1989 to June 1991.

Dr. Leung obtained his bachelor’s and master’s degrees in biochemistry as well as EMBA from The Chinese University of Hong Kong in 1984, 1986, and 2006, respectively. He earned his Ph.D. in molecular biology from the University of Oxford in Oxford, England in May 1989.

Save as disclosed above, Dr. Leung did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Leung does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Dr. Leung entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years with effect from the Listing Date, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Leung is not entitled to any fees for being an executive Director. Under his service contract, he is presently entitled to receive from the Group an annual remuneration of HK\$5,515,400, which was determined by reference to industry norm and market conditions and based on the services rendered to the Group, and, in addition, performance based discretionary bonus and other related employee benefits and allowances.

As at the Latest Practicable Date, Dr. Leung had or was deemed to have interests in 129,729,200 Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Dr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Leung that need to be brought to the attention of the Shareholders.

(4) Dr. Wenyi LIU (劉文溢)

Dr. Wenyi LIU (劉文溢), aged 37, was appointed as a Director in August 2017 and subsequently designated as a non-executive Director in June 2019. Dr. Liu is primarily responsible for providing overall guidance on business and strategic development of our Group based on her work experience, professional background and expertise. Dr. Liu is also a director of a subsidiary of the Company. Dr. Liu has years of experience in investment and operational management in the pharmaceutical industry. She has served as a general manager at Apricot Capital (上海杏澤投資管理有限公司), the co-general partner of Shanghai Xingze Xinghe Startup Investment Centre (Limited Partnership)* (上海杏澤興禾創業投資中心(有限合夥)) and the sole general partner of Shanghai Xingze Xingzhan Enterprise Management Center (Limited Partnership)* (上海杏澤興瞻企業管理中心(有限合夥)), each being our Pre-IPO Investor and our Shareholder, since October 2015. Prior to that, Dr. Liu worked as Deputy General Manager at Jumeirah Himalayas Hotel Shanghai* (上海證大喜瑪拉雅有限公司卓美亞喜瑪拉雅酒店) from September 2013 to December 2015. From March 2011 to September 2013, she served as Equity Analyst at Guotai Asset Management Co., Ltd.* (國泰基金管理有限公司). Dr. Liu received her bachelor's degree in economics from the University of Southampton in Southampton, England in June 2009 and master's degree in economics from the University of Warwick in Coventry, England in November 2010. Dr. Liu also obtained her master's degree in health science and Ph.D in public health in The Johns Hopkins University in May 2023. Dr. Liu obtained the securities qualification certificate issued by the Securities Association of China in November 2011.

Save as disclosed above, Dr. Liu did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Liu is the spouse of Mr. Jing QIANG, a substantial shareholder of the Company. Save as disclosed herein, Dr. Liu does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Dr. Liu entered into a letter of appointment with the Company pursuant to which she agreed to act as a non-executive Director for an initial term of three years with effect from the Listing Date and is subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Liu is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Dr. Liu had or was deemed to have interests in 285,703,036 Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Dr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Liu that need to be brought to the attention of the Shareholders.

* For identification purposes only

(5) Mr. Shanchun WANG (王善春)

Mr. Shanchun WANG (王善春), aged 56, was appointed as an executive Director in February 2024. Mr. Wang has been serving as the President (China) of the Company since the fourth quarter of 2022, and is mainly responsible for overseeing and managing the overall operation, as well as clinical development, of the Group in China. Mr. Wang also acts as a director and the legal representative of each of MediNexus Pharma (Shanghai) Limited* (興聯藥業(上海)有限公司) and SinoMab Biopharmaceutical (Nanjing) Limited (中抗生物製藥(南京)有限公司), and the legal representative of MediNexus Pharma (Suzhou) Limited and MediNexus Pharma (Beijing) Limited* (杏聯藥業(北京)有限公司), all are subsidiaries of the Company.

Mr. Wang has over 33 years extensive experience in the pharmaceutical industry. Prior to joining our Group, Mr. Wang served as the executive director of Sino Biopharmaceutical Limited (shares of which are listed on the Stock Exchange (stock code: 1177) during April 2015 to November 2022, and the president of Chia Tai-Tianqiang Pharmaceutical Holdings Co. Ltd. (“**CT Tianqing**“, a principal subsidiary of Sino Biopharmaceutical Limited) during January 2015 to January 2022. During Mr. Wang’s tenure in CT Tianqing from January 1997 to January 2022, he took up positions of deputy chief engineer, chief engineer, vice president, executive vice president and president. He has rich experience and practical achievements in corporate strategic management, organisational management, innovation research and development and product commercialisation. Mr. Wang has been given various awards such as National Model Worker, Technology Advanced Worker of Jiangsu Province, Model Labour of Jiangsu Province, Shanghai Technology Advancement First Honour, Outstanding Entrepreneur of Jiangsu Province, Young and Middle-aged Expert with Outstanding Contribution of Jiangsu Province, Jiangsu Advanced Individual with Outstanding Contribution in Manufacture, and National Distinguished Leader in Pharmaceutical Quality Management, granted with the special allowances by the State Council, and elected as a representative of the 13th People’s Congress of Jiangsu Province.

Mr. Wang graduated from Nanjing University of Chemistry in 1990 and studied pharmaceutical engineering at Tianjin University from 1999 to 2022 and obtained a Master’s Degree.

Save as disclosed above, Mr. Wang did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wang does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

* For identification purposes only

Mr. Wang entered into a letter of appointment with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years with effect from 7 February 2024, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Wang is not entitled to any director's fees for being an executive Director. Under his employment agreement as the President (PRC) of the Company, he is presently entitled to receive from the Group an annual remuneration of HK\$5,000,005, which was determined by reference to industry norm and market conditions and based on the services rendered to the Group, and, in addition, performance based discretionary bonus and shall be eligible to share incentive subject to internal approval.

As at the Latest Practicable Date, Mr. Wang had or was deemed to have interests in 15,340,000 Shares and 20,124,800 share options pursuant to 2022 Share Option Scheme of the Company pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(6) Dr. Jianmin ZHANG (張健民)

Dr. Jianmin ZHANG (張健民), aged 46, was appointed as a non-executive Director with effect from 6 September 2023. Dr. Zhang is primarily responsible for providing overall guidance on business and strategic development of the Group based on his work experience, professional background and expertise. Dr. Zhang is currently the chief scientific officer and head of institute of innovative medicine of Hainan Haiyao Co., Ltd. (海南海藥股份有限公司) ("Hainan Haiyao"). Hainan Haiyao is a substantial Shareholder of the Company and its shares are listed on the Shenzhen Stock Exchange (stock code: 00566). From November 2019 to April 2023, Dr. Zhang served as a director of Medicinal Chemistry at Shanghai Jiyu Medical Technology Limited* (上海濟煜醫藥科技有限公司). Prior to that, he served as a leader of medical research and development of innovative drug division at ApoPharma Inc. from September 2012 to August 2019 and served as a medical research and development scientist at Tranzyme Pharma, Inc. (now known as Ocera Therapeutics, Inc.) from May 2011 to September 2012.

Dr. Zhang obtained a master's degree in Polymer Chemistry and Physics from Wuhan University in 2002. In 2007, Dr. Zhang earned his Ph.D. in Chemistry from The University of Alberta and did his postdoctoral training in the University of British Columbia from November 2007 to March 2011.

Save as disclosed above, Dr. Zhang did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

* For identification purposes only

Dr. Zhang does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Dr. Zhang entered into a letter of appointment with the Company pursuant to which he agreed to act as a non-executive Director for an initial term of three years with effect from 6 September 2023, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Zhang is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Dr. Zhang did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Dr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Zhang that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,091,755,119 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the Notice of 2024 AGM in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2024 AGM, i.e. being 1,091,755,119 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 109,175,511 Shares, representing 10% of the total number of Shares as at the date of the 2024 AGM.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share, and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous 12 months and in April 2024 (up to the Latest Practicable Date) were as follows:

Month	Highest HK\$	Lowest HK\$
April 2023	2.07	1.76
May 2023	1.92	1.72
June 2023	1.94	1.70
July 2023	1.81	1.50
August 2023	1.68	1.20
September 2023	1.42	1.14
October 2023	1.28	1.03
November 2023	1.25	1.06
December 2023	1.85	1.20
January 2024	1.80	1.50
February 2024	1.53	1.27
March 2024	1.58	1.27
From 1 April 2024 to the Latest Practicable Date	1.92	1.46

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

To the best knowledge of the Directors, neither the explanatory statement nor the proposed share buy-back has any unusual features.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy-back, any such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the single largest Shareholder of the Company is Dr. Wenyi LIU (through her controlled corporations) who, together with her spouse, Mr. Jing QIANG, hold approximately 26.17% of the issued Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Dr. Wenyi LIU and Mr. Jing QIANG (through their controlled corporations) would be increased to approximately 29.08% of the issued Shares.

To the best knowledge and belief of the Directors, such increase of shareholding would not give rise to an obligation for Dr. Wenyi LIU and Mr. Jing QIANG to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such extent that an obligation to make a mandatory general offer under the Takeovers Code will be triggered. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Buy-back Mandate. Nevertheless, the Directors have no present intention to exercise the Share Buy-back Mandate and will not effect repurchase to such extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit, which has been prepared for the purpose of incorporation in this circular.



SinoMab BioScience Limited

中國抗體製藥有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 3681)

26 April 2024

To the Independent Shareholders

Dear Sir/Madam,

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND SERVICE PROVIDER SUBLIMIT**

We refer to the circular of the Company to the Shareholders dated 26 April 2024 (the “**Circular**”), of which this letter forms a part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders (as defined in the Circular) in relation to the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit, details of which are set out in the “Letter from the Board” in the Circular. Nuada Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

We wish to draw your attention to the “Letter from the Board” set out on pages 5 to 14 of the Circular and the “Letter from the Independent Financial Adviser” set out on pages 28 to 37 of the Circular.

Having taken into account, among other things, the principal factors and reasons considered by, and the advice of, the Independent Financial Adviser, regarding the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit, as set out in the “Letter from the Independent Financial Adviser” in the Circular, we concur with the view of the Independent Financial Adviser and are of the view that the refreshment of Scheme Mandate Limit and the Service Provider Sublimit, is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the 2024 AGM in relation to the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit.

Yours faithfully

For and on behalf of the Independent Board Committee

Mr. George William Hunter CAUTHERLEY

Mr. Ping Cho Terence HON

Dr. Chi Ming LEE

Mr. Dylan Carlo TINKER

(Independent Non-executive Directors)

The following is the text of a letter of advice from Nuada Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders, for the purpose of incorporation into this circular.

Nuada Limited

Unit 1606, 16/F
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26 April 2024

*To the Independent Board Committee
and the Independent Shareholders of
SinoMab BioScience Limited*

Dear Sirs,

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 26 April 2024 (the “**Circular**”), of which this letter forms a part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless otherwise specified.

As at the Latest Practicable Date, there were 1,091,755,119 Shares in issue. Subject to the approval of the Shareholders at the 2024 AGM and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the 2024 AGM, if the 2022 Share Option Scheme is refreshed and amended in accordance with the resolutions as set out in the notice of 2024 AGM (the “**Proposed Amendments**”), (i) the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the 2022 Share Option Scheme and other share option schemes of the Company will be 109,175,511 Shares, being 10% of the Shares in issue as at the date of 2024 AGM; and (ii) the maximum number of Shares which may be issued in respect of all Share Options to be granted to Service Providers within the amended and refreshed Scheme Mandate Limit will be 10,917,551 Shares, being 1% of the Shares in issue as at the date of the 2024 AGM.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors formed to advise the Independent Shareholders on the reasonableness and fairness in respect of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit. We have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit.

INDEPENDENCE

During the past two years immediately preceding and up to the date of our appointment as the Independent Financial Adviser, save for this appointment as the Independent Financial Adviser in respect of the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit, there were no other engagements between the Group and Nuada Limited. Apart from normal professional fees for our services to the Company in connection this appointment as the Independent Financial Adviser, no other arrangement exists whereby we will receive any fees and/or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we are independent from, and are not associated with the Company or their respective substantial shareholder(s) or connected person(s) as defined under the Listing Rules, and accordingly are considered eligible to give independent advice on the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company (the “**Management**”). We have assumed that all statements, information and representations provided by the Directors and the Management, for which they are solely responsible, are true and accurate in all material respects at the time when they were provided and continue to be so as at the Latest Practicable Date and the Independent Shareholders will be notified of any material changes to such statements, information, opinions and/or representations as soon as possible.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed that, having made all reasonable enquiries, to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no material facts and representations the omission of which would make any statement in the Circular or the Circular misleading.

Our review and analysis were based upon, among other things, (i) the 2022 Share Option Scheme; (ii) the annual report (“**Annual Report 2022**”) of the Company for the year ended 31 December 2022 (“**FY2022**”); (iii) the annual results announcement (the “**Annual Results 2023**”) of the Company for the year ended 31 December 2023 (“**FY2023**”) dated 25 March 2024 and (iv) the Circular.

We consider that we have reviewed sufficient information, including relevant information and documents provided by the Company and the Directors and the information published by the Company, to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations. We have not, however, carried out any independent verification of the information provided by the Company and the Directors, nor have we conducted an independent in-depth investigation into the business and affairs, financial condition and future prospects of the Group.

In the event of inconsistency, the English text of this letter shall prevail over the Chinese translation of this letter.

PRINCIPAL FACTORS TAKEN INTO CONSIDERATION

In formulating our opinion, we have considered the following principal factors and reasons:

(a) Information on the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit

With reference to the Board Letter, the 2022 Share Option Scheme was adopted by the Shareholders on 26 October 2022. Apart from the 2022 Share Option Scheme and the 2021 Share Award Scheme, the Company has no other share scheme currently in force. In relation to the 2021 Share Award Scheme, it is a share scheme that is funded by existing Shares and is not involved in granting of new Shares or Share Options over new Shares. Hence, any award granted thereunder would not be counted under the Scheme Mandate Limit.

Pursuant to the 2022 Share Option Scheme, the maximum number of Shares in respect of which options may be granted under the 2022 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 5% of the total number of issued Shares as of the Adoption Date (i.e. a total of 50,312,020 Shares). During the term of the 2022 Share Option Scheme up to the Latest Practicable Date, a total of 49,878,400 Share Options have been granted on 3 November 2022, 6 November 2023 and 16 November 2023. 380,000 Share Options were lapsed and no Share Option was cancelled under the 2022 Share Option Scheme. As at the Latest Practicable Date, no Share Options has been exercised and 49,498,400 Share Options were outstanding under the 2022 Share Option Scheme. The Company does not intend to grant any Share Options under the 2022 Share Option Scheme or other share scheme of the Company after the Latest Practicable Date and up to the date of the 2024 AGM.

As at the Latest Practicable Date, there were 1,091,755,119 Shares in issue. Subject to the approval of the Shareholders at the 2024 AGM and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the 2024 AGM, if the Shareholders approve the Proposed Amendments at the 2024 AGM, (i) the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the 2022 Share Option Scheme and other share option schemes of the Company will be 109,175,511 Shares, being 10% of the Shares in issue as at the date of 2024 AGM; and (ii) the maximum number of Shares which may be issued in respect of all Share Options to be granted to Service Providers within the amended and refreshed Scheme Mandate Limit will be 10,917,551 Shares, being 1% of the Shares in issue as at the date of the 2024 AGM.

With reference to the Board Letter, the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Proposed Amendments at the 2024 AGM;
- (ii) the passing of an ordinary resolution by the Independent Shareholders to approve the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit at the 2024 AGM; and
- (iii) the Listing Committee granting the approval of the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the 2024 AGM, which may fall to be allotted and issued pursuant to the exercise of the Share Options that may be granted under the Scheme Mandate Limit and the Service Provider Sublimit so amended and refreshed.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the Share Options that may be granted under the amended and refreshed Scheme Mandate Limit and the Service Provider Sublimit.

(b) Reasons for the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit

With reference to the Board Letter, the Board considers it to be a suitable time to increase the Scheme Mandate Limit and the Service Provider Sublimit as the Company expects the increased need for the grant of Share Options to be in line with the business development of the Group, especially in the stage of approaching and in the early stage of commercialisation of the first commercialised product of the Group, SM03 (Suciraslimab).

As disclosed in the announcements of the Company dated 26 April 2023 and 5 September 2023, the flagship product of the Group, SM03 (Suciraslimab), a global first-in-class anti-CD22 monoclonal antibody for the treatment of rheumatoid arthritis, met its primary endpoint in a phase III clinical study for the treatment of rheumatoid arthritis in the PRC and the National Medical Products Administration of the PRC (“NMPA”) has already accepted the Biologics License Application (“BLA”) for SM03 (Suciraslimab)

submitted by the Company in August 2023. According to the Management, subsequent commercialisation would usually happen in 10 to 12 months after the BLA submission. According to the Annual Results 2023, it was reported that the clinical sites inspection and good manufacturing practice inspection which are the necessary inspection procedures for BLA required by NMPA were completed in January 2024. In addition, a phase III extension study which allows the Company to have a prolonged observation on both efficacy and safety profile of SM03 (Suciraslimab) has been conducted. According to the Management, as at 31 March 2024, there were 50 patients in the extension study and clinical data collected for the extension study demonstrates the continued efficacy of SM03 (Suciraslimab).

In order to understand the progress of clinical projects of the Group, we made reference to the product pipeline as disclosed under the paragraph headed “Management Discussion and Analysis — Progress of Clinical Projects” in the annual report of the Group for the year ended 31 December 2020 (“**FY2020**”) and Annual Results 2023. There were increased number of indications for SM03 (Suciraslimab) (First-in-Class anti-CD22), SM17 (Humanised monoclonal antibody targeting the receptor for IL-25) (“**SM17**”), SN1011 (BTK Inhibitor Third-Generation) (“**SN1011**”) and SM06 (Humanised Anti-CD22) from FY2020 to FY2023. According to the Management, for the newly added indications for SN1011, the Group has already obtained Investigational New Drug Application Approvals (“**IND Approval(s)**”) from the National Medical Products Administration of PRC in 2022 (details of which please refer to the Company’s announcements dated 20 April 2022 and 23 August 2022 respectively). For the indication of SM17 that for the treatment of asthma, the Group has also obtained IND Approval from the U.S. Food and Drug Administration in March 2022 (details of which please refer to the Company’s announcement dated 14 March 2022) and NMPA in August 2023 (details of which please refer to the Company’s announcement dated 14 August 2023), respectively. An IND Approval for the treatment of atopic dermatitis was also obtained in September 2023 according to the Management. In order to prepare the abovementioned commercialisation stage of SM03 (Suciraslimab) and to expand the product pipeline of the Group, the Management is in need to attract talents and expertise for the marketing team, business development team and the research and development team of the Group as well as to retain the existing talents and expertise in the Group.

Based on the above, we understand that it is necessary for the Company to attract and retain talents for the business development of the Company. We are of the view and concur with the Management’s view that granting of Share Options is one of the ways for retaining talent in a competitive job market by providing employees or Service Provider with a stake in the Company’s success and incentivise them to work harder and stay with the Company for longer. Also, granting of Share Options is a cost-effective way for the Company to compensate employees as compared to salary increases and bonuses as the grantee are required to purchase the stock and the cost to the Company is limited to the administrative expenses associated with the grant.

According to the Annual Report 2022 and Annual Results 2023, the Group has recorded continuous loss for the year of the Group for FY2021 (i.e. approximately RMB288.19 million), FY2022 (i.e. approximately RMB284.16 million) and FY2023 (i.e.

approximately RMB243.11 million). Accordingly, we are of the view and concur with the Management's view that comparing to cash or cash equivalents rewards for eligible participants for their contributions to the Group, the granting of Share Options is a prudent approach for the Group which (i) represents an appropriate means to attract and retain talents and expertise without cash outflow; and (ii) enables the Group to maintain its liquid capital to carry on its current business and sufficient buffer cash for future or sudden use.

Based on above, we are of the view and concur with the view of the Management that grant of Share Options is one of the ways for retaining talents and in the interests of the Company and the Shareholders as a whole.

Subject to the approval of the Shareholders at the 2024 AGM and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the 2024 AGM, if the Shareholders approve the Proposed Amendments at the 2024 AGM, the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the 2022 Share Option Scheme and other share option schemes of the Company will be 109,175,511 Shares, being 10% of the Shares in issue as at the date of 2024 AGM, which is complied with the requirement under Rule 17.03B(1) and 17.03C(2).

In the event that the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit is not approved, the Company can refresh the existing Scheme Mandate Limit and the Service Provider Sublimit in general meeting after the 3-year period stipulated under Rule 17.03C(1)(a), it is expected that the Company can conduct such refreshment on or after 26 October 2025, which is approximately 18 months away from the Latest Practicable Date.

Pursuant to the 2022 Share Option Scheme, the maximum number of Shares in respect of which options may be granted under the 2022 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 5% of the total number of issued Shares as of the Adoption Date (i.e. a total of 50,312,020 Shares). With reference to the Company's announcements dated 3 November 2022, 6 November 2023 and 16 November 2023, a total of 49,878,400 Share Options have been granted under the 2022 Share Option Scheme and 380,000 Share Options were lapsed and no Share Option was cancelled under the 2022 Share Option Scheme. As at the Latest Practicable Date, the remaining share options that can be granted under the existing Scheme Mandate Limit and the Service Provider Sublimit is 813,620, which is less than 0.08% of the issued shares of the Company as at the Latest Practicable Date and it would severely limit the effectiveness and flexibility for the Group to provide incentives or rewards to eligible participants and expertise for their contributions to the Group and we are of the view and concur with the Management's view that the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit is fair and reasonable.

Although the 2022 Share Option Scheme was adopted on 26 October 2022 which is approximately 18 months prior to the Latest Practicable Date, having also considered:

- (i) the Company has granted a total of 49,878,400 Share Options on 3 November 2022, 6 November 2023 and 16 November 2023 under the 2022 Share Option Scheme and as at the Latest Practicable Date and 380,000 Share Options were lapsed and no Share Option was cancelled under the 2022 Share Option Scheme, the remaining Share Options that can be granted under the existing Scheme Mandate Limit and the Service Provider Sublimit is 813,620, which is less than 0.08% of the issued shares of the Company as at the Latest Practicable Date and it would severely limit the effectiveness and flexibility for the Group to provide incentives or rewards to eligible participants and expertise for their contributions to the Group;
- (ii) in order to prepare the forthcoming commercialisation stage of SM03 (Suciraslimab) and to expand the product pipeline of the Group, the Management is in need to attract talents and expertise for the marketing team, business development team and the research and development team of the Group as well as to retain the existing talents and expertise in the Group;
- (iii) based on the Group has recorded continuous loss for the year of the Group for FY2021 (i.e. approximately RMB288.19 million), FY2022 (i.e. approximately RMB284.16 million) and FY2023 (i.e. approximately RMB243.11 million) according to the Annual Report 2022 and Annual Results 2023, the granting of Share Options is a prudent approach for the Group which (a) represents an appropriate means to attract and retain talents and expertise without cash outflow; and (b) enables the Group to maintain its liquid capital to carry on its current business and sufficient buffer cash for future or sudden use; and
- (iv) in the event that the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit is not approved, the Company can refresh the existing Scheme Mandate Limit and the Service Provider Sublimit in general meeting after the 3-year period stipulated under Rule 17.03C(1)(a), it is expected that the Company can conduct such refreshment on or after 26 October 2025, which is approximately 18 months away from the Latest Practicable Date,

the proposed refreshment of Scheme Mandate Limit and the Service Provider Sublimit is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

(c) Potential dilution of shareholding of the Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the refreshed Scheme Mandate Limit (assuming no other Shares are issued and/or repurchased and cancelled by the Company from the Latest Practicable Date up to and including the date when the refreshed Scheme Mandate Limit is utilised in full) and full exercise of the Share Options issued under the refreshed Scheme Mandate Limit into Shares, provided by the Company for illustrative and reference purpose:

Shareholders	As at the Latest Practicable Date (Note 1)		Immediately upon full utilisation of the refreshed Scheme Mandate Limit (assuming no other Shares are issued and/or repurchased and cancelled by the Company from the Latest Practicable Date up to and including the date when the refreshed Scheme Mandate Limit is utilised in full) and full exercise of the Share Options issued under the refreshed Scheme Mandate Limit into Shares	
	Number of Shares held	Approximate % of total	Number of Shares held	Approximate % of total
		Shares in issue		Shares in issue
Dr. Shui On LEUNG (Note 2)	129,729,200	11.88	129,729,200	10.80
Mr. Shanchun WANG (Note 3)	15,340,000	1.41	15,340,000	1.28
Mr. Jing QIANG (Note 4)	72,823,636	6.67	72,823,636	6.06
Apricot Entities (Note 5)	212,879,400	19.50	212,879,400	17.73
Hainan Haiyao Co., Ltd. (海南海藥 股份有限公司) (Note 6)	158,882,115	14.55	158,882,115	13.23
Other Shareholders (including public Shareholders)	502,100,768	45.99	502,100,768	41.81
Maximum number of new Shares that can be issued under the refreshed Scheme Mandate Limit	—	—	109,175,511	9.09
Total	<u>1,091,755,119</u>	<u>100.00%</u>	<u>1,200,930,630</u>	<u>100.00%</u>

Notes:

- All interests stated are long positions.
- Dr. Shui On LEUNG (“**Dr. Leung**”) is an executive Director and the chairman of the Board. Dr. Leung is the sole shareholder of Skytech Technology Limited and he is deemed to be interested in the 129,729,200 Shares held by Skytech Technology Limited.
- Mr. Shanchun WANG is the executive Director and president (China) of the Company.

4. Out of the 72,823,636 Shares held, 46,711,640 Shares of which were held through Mr. Jing QIANG's wholly owned company, Grogene Technology Limited (格擎生物科技有限公司) and 26,111,996 Shares are held by Mr. Jing QIANG himself. Mr. Jing QIANG is the spouse of Dr. Wenyi LIU, a non-executive Director.
5. The total of 212,879,400 Shares held by Apricot Capital (上海杏澤投資管理有限公司) and Shanghai Yueyi Investment Centre (Limited Partnership)* (上海月溢投資中心(有限合伙)) are through Apricot Oversea Holdings Limited, West Biolake Holdings Limited, Apricot BioScience Holdings, L.P., Le Rong Limited and Zliverland Holdings Limited (collectively, the "**Apricot Entities**"), which are ultimately controlled by Dr. Wenyi LIU, a non-executive Director. Dr. Wenyi LIU is the spouse of Mr. Jing QIANG.
6. Pursuant to a share charge where Hainan Haiyao Co., Ltd (海南海藥股份有限公司) ("**Hainan Haiyao**") charged 158,882,115 Shares to China Citic Bank Co., Ltd., Haikou Branch ("**China Citic Bank**"), China Citic Bank had a security interest in 158,882,115 Shares which were beneficially owned by Hainan Haiyao.

As illustrated above, the shareholding of the existing public Shareholders would be diluted from approximately 45.99% to approximately 41.81% upon full utilisation of the refreshed Scheme Mandate Limit and full exercise of the Share Options issued under the new Scheme Mandate Limit into Shares.

Taking into consideration that:

- (i) the Company has granted a total of 49,878,400 Share Options on 3 November 2022, 6 November 2023 and 16 November 2023 under the 2022 Share Option Scheme and as at the Latest Practicable Date and 380,000 Share Options were lapsed and no Share Option was cancelled under the 2022 Share Option Scheme, the remaining share options that can be granted under the existing Scheme Mandate Limit and the Service Provider Sublimit is 813,620, which is less than 0.08% of the issued shares of the Company as at the Latest Practicable Date and it would severely limit the effectiveness and flexibility for the Group to provide incentives or rewards to eligible participants and expertise for their contributions to the Group as mentioned above in this letter;
- (ii) in order to prepare the forthcoming commercialisation stage of SM03 (Suciraslimab) and to expand the product pipeline of the Group, the Management is in need to attract talents and expertise for the marketing team, business development team and the research and development team of the Group as well as to retain the existing talents and expertise in the Group as mentioned above in this letter; and
- (iii) based on the Group has recorded continuous loss for the year of the Group for FY2021 (i.e. approximately RMB288.19 million), FY2022 (i.e. approximately RMB284.16 million) and FY2023 (i.e. approximately RMB243.11 million), the granting of Share Options is a prudent approach for the Group which (a) represents an appropriate means to attract and retain talents and expertise without cash outflow; and (b) enables the Group to maintain its liquid capital to carry on its current business and sufficient buffer cash for future or sudden use as mentioned above in this letter,

we consider that the potential dilution effect on the shareholding interests of the existing public Shareholders as a result of the grant of the refreshment of Scheme Mandate Limit is acceptable.

RECOMMENDATIONS

Having taken into account the principal factors and reasons set out above, we are of the opinion that the proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit is on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable so far as the Company and the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution(s) approving proposed refreshment of the Scheme Mandate Limit and the Service Provider Sublimit.

Yours faithfully,
For and on behalf of
Nuada Limited

Kevin Wong
Vice President

Herman Luk
Assistant Manager

Mr. Kevin Wong is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 16 years of experience in corporate finance industry.

Mr. Herman Luk is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 8 years of experience in corporate finance industry.

The proposed form of the amendments to the 2022 Share Option Scheme upon Shareholders' approval of the Proposed Amendment, showing insertions in underline and deletions in strikethrough, is as follows:

1. DEFINITIONS

1.01 In this Scheme the following words and expressions have the following meanings.

[...]

“AGM Date” means 14 June 2024, the date of the annual general meeting of the Company, or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting of the Company dated 26 April 2024;

[...]

8. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

8.01 Subject to the Listing Rules:

- (a) The total number of Shares which may be issued upon exercise of all Options to be granted under this Scheme and any grants made under any other schemes of the Company shall not exceed ~~50,312,020~~109,175,511, representing ~~5%~~10% of the total number of Shares in issue on the ~~Adoption~~AGM Date (the “**Scheme Mandate Limit**”) unless the Company seeks the approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit in accordance with Clause 8.01(c) provided that options lapsed in accordance with the terms of this Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating whether the Scheme Mandate Limit has been exceeded.
- (b) Subject to above clause 8.01(a), within the Scheme Mandate Limit, the total number of Shares which may be issued upon exercise of all options to be granted under this Scheme and other share schemes of the Company to Service Providers shall not exceed ~~10,062,404~~10,917,551, representing 1% of the total number of Shares in issue on the ~~Adoption~~AGM Date (the “**Service Provider Sublimit**”).
- (c) The Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit and the Service Provider Sublimit such that the total number of Shares which may be issued upon exercise of all Options to be granted under this Scheme and any grants made under any other schemes of the Company as “refreshed” shall not exceed up to 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit provided that Options previously granted under this Scheme or any grants made under any other schemes (including options outstanding and lapsed in accordance with the terms of this Scheme or any other schemes of the Company or exercised) will not be counted for the purpose of calculating the limit as “refreshed”. For the purpose of seeking the

approval of Shareholders under this Clause 8.01(c), a circular containing the information as required under the Listing Rules must be sent to the Shareholders. Any refreshment of Scheme Mandate Limit (and the Service Provider Sublimit) to be made within three years from the Adoption Date (or the date of shareholders' approval for the last refreshment) shall be subject to independent shareholders' approval pursuant to Listing Rule 17.03C(1).

- (d) The Company may seek separate approval of the Shareholders in general meeting for granting options beyond the Scheme Mandate Limit provided that the proposed Grantee(s) of such Option(s) must be specifically identified by the Company before such approval is sought. For the purpose of seeking the approval of the Shareholders under this Clause 8.01(d), the Company must send a circular to the Shareholders containing a generic description of the specified proposed Grantees of such Options, the number and terms of the Options to be granted, the purpose of granting such Options to the proposed Grantees with an explanation as to how the terms of Options serve such purpose and the information as required under the Listing Rules.
- (e) The Company may grant Options beyond any of the limits as set out in paragraphs 8.01(a), (b), (c) and (d) above to such extent as may be permitted under the Listing Rules from time to time.



SinoMab BioScience Limited

中國抗體製藥有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 3681)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of SinoMab BioScience Limited (the “**Company**”) will be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 14 June 2024 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2023.
- 2(a). To re-elect Mr. Ping Cho Terence HON as an independent non-executive director of the Company.
- 2(b). To re-elect Dr. Chi Ming LEE as an independent non-executive director of the Company.
- 2(c). To re-elect Dr. Shui On LEUNG as an executive director of the Company.
- 2(d). To re-elect Dr. Wenyi LIU as a non-executive director of the Company.
- 2(e). To re-elect Mr. Shanchun WANG as an executive director of the Company.
- 2(f). To re-elect Dr. Jianmin ZHANG as a non-executive director of the Company.
- 2(g). To authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF 2024 AGM

- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution); and
 - (c) for the purposes of this resolution:
 - “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at a general meeting of the Company.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

NOTICE OF 2024 AGM

shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at a general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution).”

NOTICE OF 2024 AGM

7. As a special business, to consider and, if thought fit, passing the following resolution as an ordinary resolution (with or without amendment):

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the 2022 Share Option Scheme so amended and refreshed, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed (the “**Stock Exchange’s Permission**”), the proposed amendments to the share option scheme adopted by the Company on 26 October 2022 (the “**2022 Share Option Scheme**”) as shown and marked up on the amended 2022 Share Option Scheme (the “**Amended 2022 Share Option Scheme**”), a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to take all such steps as they may deem necessary, desirable or expedient to carry into effect the proposed amendments to the 2022 Share Option Scheme subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).”

8. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the shareholders of the Company (the “**Shareholders**”) approving resolution 7 of this notice of 2024 AGM in relation to the amendments to the 2022 Share Option Scheme and the Stock Exchange’s Permission:

- a. approval be and is hereby granted for refreshing the 10% limit under the 2022 Share Option Scheme (the “**Scheme Mandate Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the 2022 Share Option Scheme and any other share schemes of the Company under the limit as amended and refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the 2022 Share Option Scheme and any other share schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the 2022 Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit) (the “**Refreshed Scheme Mandate Limit**”); and
- b. the Directors be and are hereby authorised to grant options under the 2022 Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with shares of the Company

NOTICE OF 2024 AGM

pursuant to the exercise of such options and to do such acts and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

9. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Shareholders approving resolutions 7 and 8 of this notice of 2024 AGM in relation to the amendments to the 2022 Share Option Scheme, refreshment of Scheme Mandate Limit and the Stock Exchange’s Permission:

- a. approval be and is hereby granted for refreshing the 1% sublimit (the “**Service Provider Sublimit**”) within the Refreshed Scheme Mandate Limit to persons who provide services to the Company’s group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Company’s group (the “**Service Providers**”) under the 2022 Share Option Scheme (the “**Refreshed Service Provider Sublimit**”); and
- b. the Directors be and are hereby authorised to grant options under the 2022 Share Option Scheme to the Service Providers up to the Refreshed Service Provider Sublimit, to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
SinoMab BioScience Limited
Dr. Shui On LEUNG

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 26 April 2024

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, speak and vote at the meeting is entitled to appoint a proxy or if he is the holder of two or more shares, more than one proxy to attend, speak 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.

NOTICE OF 2024 AGM

3. In order to be valid, the form of proxy and any authority, if any, under which it is signed, or a copy of such power or authority, must be deposited at the Company's 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 (excluding any part of a day that is a public holiday) before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 12 June 2024 (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 or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend, speak and vote at the meeting, the register of members of the Company will be closed from Saturday, 8 June 2024 to Friday, 14 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend, speak and vote at the annual general meeting, 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 June 2024.
5. If a tropical cyclone warning signal number 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force at or at any time after 6:00 a.m. on Friday, 14 June 2024, the annual general meeting will not be held on 14 June 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders may contact Customer Service Hotline of Computershare Hong Kong Investor Services Limited at (852) 2862 8555 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Dr. Shui On LEUNG and Mr. Shanchun WANG, the non-executive directors of the Company are Dr. Haigang CHEN, Mr. Xun DONG, Dr. Wenyi LIU, Mr. Lei SHI and Dr. Jianmin ZHANG, and the independent non-executive directors of the Company are Mr. George William Hunter CAUTHERLEY, Mr. Ping Cho Terence HON, Dr. Chi Ming LEE and Mr. Dylan Carlo TINKER.