

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Clover Biopharmaceuticals, Ltd.**  
**三葉草生物製藥有限公司**

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

**(Stock Code: 2197)**

**GRANT OF RSUS PURSUANT TO THE RSU SCHEME**

The Board announces that, on January 20, 2025, the Company granted a total of 6,204,500 RSUs to an eligible participant pursuant to the terms of the RSU Scheme.

**Details of the Grant of RSUs**

The details of the RSUs granted to the RSU Grantee are as follows:

<b>Grant Date</b>	:	January 20, 2025
<b>Number of RSU Grantee</b>	:	1 RSU Grantee, being Mr. Joshua G LIANG, an executive Director, chief executive officer and substantial Shareholder
<b>Total number of RSUs granted</b>	:	6,204,500
<b>Total number of underlying Shares representing the RSUs granted</b>	:	6,204,500 Shares
<b>Consideration for the Grant of RSUs</b>	:	Nil
<b>Closing price of the Shares on the Grant Date</b>	:	HK\$0.222 per Share
<b>Validity period</b>	:	10 years from the Grant Date
<b>Vesting period of the RSUs</b>	:	Twenty-five percent (25%) of the RSUs will vest on the first anniversary of the Grant Date, and the rest RSUs will vest in three equal installments on an annual basis thereafter, to be satisfied over a four-year term.

**Performance targets of the RSUs** : Vesting of the RSUs granted to the RSU Grantee will be subject to the group level performance targets as stipulated in the grant letter issued by the Company to the RSU Grantee.

*Group level performance targets:*

The Board and management of the Company will assess the performance of the Group for the relevant year, including in particular key performance indicators, such as progress of research and development programs and pipeline, product commercial performance and the Company's financial conditions.

**Clawback mechanism of the RSUs** : The RSUs granted were subject to the clawback mechanism as set out in the terms of the RSU Scheme, in particular, an unvested RSU shall be lapsed and cancelled automatically on the date on which the RSU Grantee ceases to be an eligible participant for any reason including his resignation, ill-health, injury, disability, dismissal, or by reason of the termination of the RSU Grantee's relationship, employment or service with the Company and/or any of the subsidiaries and/or any of the Invested Entities on any one or more of the following grounds:

- (i). that he has been guilty of serious misconduct;
- (ii). that he has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Company and/or any of the subsidiaries and/or any of the Invested Entities;
- (iii). that he has become insolvent, bankrupt or has made arrangements or compositions with his creditors generally; or

(iv). on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the RSU Grantee's service contract with the Company or the relevant subsidiary or the relevant Invested Entity. A resolution of the Board or the board of directors of the relevant subsidiary or the relevant Invested Entity to the effect that the relationship of a RSU Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive.

**Number of Shares available for future grant under the RSU Scheme after the Grant of RSUs** : 22,109,528

**Financial Assistance** : The Group did not provide any financial assistance to the RSU Grantee to facilitate the purchase of Shares under the RSU Scheme.

### **Listing Rules Implications**

As Mr. Joshua G LIANG is a connected person of the Company, the Grant of RSUs to Mr. Joshua G LIANG constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

The Grant of RSUs was made in the form of existing issued Shares. As the Grant of RSUs to Mr. Joshua G LIANG forms part of the remuneration package under his service agreement with the Company, such grant is exempted from the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

### **REASONS AND BENEFITS OF THE GRANT OF RSUS**

The RSU Scheme forms parts of the incentive plan of the Group. The Board considers that the Grant of RSUs is to (i) reward the RSU Grantees for their contributions to the growth and development of the Group and to give incentives thereto in order to retain them for the continual development and long-term strategic goals of the Group; and (ii) align the interests of the RSU Grantees with those of the Group through ownership of the Shares to encourage and retain them to make contributions to the long-term and profits of the Group.

To extend Mr. Joshua G LIANG’s sincere gratitude for the Company’s recognition on his efforts and contributions as well as the Shareholders’ constant support, guidance and encouragement to the Company through the years, he has decided to accept the RSUs in lieu of any cash salary or cash bonus for the entirety of 2024 after due and careful consideration, in efforts to support the Company’s cash management in the near term while reflecting his continued confidence in the long-term value of the Company. Mr. Joshua G LIANG informed that he would remain steadfast in his commitments to the Company and will continue to put forth utmost efforts and dedications to advance the Company’s robust product pipeline in a complex and changing market environment so as to enhance Shareholder value.

## DEFINITIONS

“Board”	the board of Directors
“Company”	Clover Biopharmaceuticals, Ltd. (三葉草生物製藥有限公司), an exempted company incorporated in the Cayman Islands on October 31, 2018
“connected person(s)”	has the meaning ascribed to it by the Listing Rules
“Director(s)”	the director(s) of the Company
“Grant Date”	January 20, 2025
“Grant of RSUs”	the grant of an aggregate of 6,204,500 RSUs to 1 RSU Grantee in accordance with the terms of the RSU Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any company in which the Company or any subsidiary has any equity interest
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RSU Grantee(s)”	the person(s) who were granted RSUs in accordance with the RSU Scheme on the Grant Date
“RSU Scheme”	the restricted share units scheme adopted by the Company on April 15, 2021 and amended on September 26, 2021, which is funded solely by the existing Shares
“RSUs”	restricted share units granted under the RSU Scheme
“Shareholder(s)”	holder(s) of Shares of the Company

“Shares” shares in the share capital of the Company, with a nominal value of US\$0.0001 each

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Shanghai, PRC, January 20, 2025

*As of the date of this announcement, the Board comprises Dr. Peng LIANG and Mr. Joshua G LIANG as executive Directors; Dr. Xiaodong WANG, Dr. Donna Marie AMBROSINO and Dr. Ralf Leo CLEMENS as non-executive Directors; and Dr. Xiaobin WU, Mr. Xiang LIAO, Mr. Jeffrey FARROW and Mr. Thomas LEGGETT as independent non-executive Directors.*