

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2025 AGM of SinoMab BioScience Limited to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 13 June 2025 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the 2025 AGM, please complete and sign the enclosed form of proxy for use at the 2025 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 2025 AGM (i.e. not later than 10:00 a.m. on Wednesday, 11 June 2025 (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 2025 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 2025 AGM.

25 April 2025

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Granting of General Mandate to Buy Back Shares	4
4. Proposed Granting of General Mandate to Issue Shares	5
5. 2025 AGM and Proxy Arrangement	5
6. Recommendation	6
 Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the 2025 AGM	 7
 Appendix II — Explanatory Statement on the Share Buy-back Mandate	 12
 Notice of 2025 AGM	 15

DEFINITIONS

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

“2025 AGM”	the annual general meeting of the Company to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 13 June 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Notice of 2025 AGM which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“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
“Director(s)”	the director(s) of the Company
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares or sell or transfer Treasury Shares of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2025 AGM which is set out on pages 15 to 19 of this circular
“Latest Practicable Date”	16 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Date”	12 November 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange
“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 2025 AGM”	the notice convening the 2025 AGM appended to this circular
“R&D”	research and development
“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 2025 AGM pursuant to the Articles of Association
“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 (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2025 AGM which is set out on pages 15 to 19 of this circular
“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
“Treasury Share(s)”	Share(s) repurchased and held by the Company in treasury (if any), as authorised by the laws of Hong Kong



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

Ms. Xiaosu WANG

Dr. Jianmin ZHANG

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

Independent Non-executive Directors:

Mr. George William Hunter CAUTHERLEY

Mr. Ping Cho Terence HON

Dr. Chi Ming LEE

Mr. Dylan Carlo TINKER

25 April 2025

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
NOTICE OF 2025 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 2025 AGM to be held on 13 June 2025.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 111(a) of the Articles of Association, Mr. George William Hunter CAUTHERLEY, Dr. Haigang CHEN, Mr. Xun DONG and Mr. Dylan Carlo TINKER will retire at the 2025 AGM. In addition, Ms. Xiaosu WANG who has been appointed by the Board after the 2024 annual general meeting shall hold office until the 2025 AGM pursuant to Article 110 of the Articles of Association. All of the above Retiring Directors are eligible for re-election at the 2025 AGM and will stand for re-election at the 2025 AGM.

The re-election of the Retiring Directors at the 2025 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 biographical details, 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. George William Hunter CAUTHERLEY and Mr. Dylan Carlo TINKER, 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 14 June 2024, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2025 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 2025 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 (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2025 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 2025 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 14 June 2024, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the 2025 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2025 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or sell or transfer Treasury Shares of not exceeding 20% of the total number of Shares (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2025 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 2025 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 2025 AGM as set out in item 6 of the Notice of 2025 AGM.

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

5. 2025 AGM AND PROXY ARRANGEMENT

The Notice of 2025 AGM is set out on pages 15 to 19 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 2025 AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2025 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 2025 AGM (i.e. not later than 10:00 a.m. on Wednesday, 11 June 2025 (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 2025 AGM if you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of the Retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate 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 2025 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 2025 AGM.

(1) Mr. George William Hunter CAUTHERLEY

Mr. George William Hunter CAUTHERLEY, aged 82, was appointed as an independent non-executive Director on 23 December 2019. He is a member of the Audit Committee of the Company. Mr. Cautherley has over 55 years of experience of distributing a wide range of medical products and pharmaceuticals in Hong Kong, China and South East Asian countries and for the past 40 years through companies of which he has been CEO and substantive shareholder. For almost 20 years, his principal business groups have also been involved in manufacturing medical devices and pharmaceuticals in China. In addition to his core business interests, Mr. Cautherley has been an investor in a number of biotechnology start-up/early stage enterprises in Europe and Hong Kong and has served on the boards of several of these companies. Mr. Cautherley was awarded an Honorary Doctorate of Business Administration by Edinburgh Napier University, United Kingdom and the holder of the award of Officer of the British Empire conferred by Queen Elizabeth II of the United Kingdom.

Save as disclosed above, Mr. Cautherley 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. Cautherley does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Cautherley entered into a letter of appointment with the Company pursuant to which his directorship is subject to the retirement by rotation at least once every three years in accordance with the Articles of Association. Mr. Cautherley is entitled to an annual director's fee of HK\$157,500 which was determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to prevailing market condition and his experience, duties and responsibility with the Company.

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

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

There is no information which is discloseable nor is Mr. Cautherley 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. Cautherley that need to be brought to the attention of the Shareholders.

(2) Dr. Haigang CHEN (陳海剛)

Dr. Haigang CHEN (陳海剛), aged 42, was appointed as a Director in August 2017 and subsequently designated as a non-executive Director in June 2019. Dr. Chen is primarily responsible for providing overall guidance on business and strategic development of our Group based on his work experience, professional background and expertise.

Dr. Chen has over 10 years of investment experience in the pharmaceutical industry. He has served as an investment director of Shanghai Yueyi Investment Centre (Limited Partnership) (上海月溢投資中心(有限合夥)), 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)), one of pre-IPO investors and Shareholders of the Company, since September 2016. Prior to that, Dr. Chen served as an analyst at Beijing Shennong Investment Management Co., Ltd.* (北京神農投資管理股份有限公司) from December 2015 to August 2016. In September 2013, Dr. Chen started working at China International Capital Corporation Limited (中國國際金融股份有限公司), shares of which are listed on the Stock Exchange (stock code: 3908), and was holding the position of vice president of its research department when he left such employment in December 2015. From April 2011 to August 2013, Dr. Chen served as a senior manager at CITIC Securities Company Limited (中信証券股份有限公司), shares of which are listed on the Stock Exchange (stock code: 6030). From May 2010 to April 2011, Dr. Chen served as an analyst at Guizhou Huachuang Securities Broker Co., Ltd.* (華創證券有限責任公司). Dr. Chen is also a director of a subsidiary of the Company.

Dr. Chen earned his Medical Doctor degree in clinical medicine from Peking Union Medical College (北京協和醫學院) in July 2009. He obtained the securities qualification certificate issued by the Securities Association of China in June 2015.

Save as disclosed above, Dr. Chen 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. Chen does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Dr. Chen entered into a letter of appointment with the Company pursuant to which his directorship is subject to the retirement by rotation at least once every three years in accordance with the Articles of Association. Dr. Chen is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Dr. Chen 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. Chen 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. Chen that need to be brought to the attention of the Shareholders.

* For identification purposes only

(3) Mr. Xun DONG (董汛)

Mr. Xun DONG (董汛), aged 51, was appointed as a non-executive Director on 23 December 2019. Mr. Dong has over 20 years of experience in the pharmaceutical industry. Between 1996 and 2004, Mr. Dong worked for Yunnan Baiyao Group Co., Ltd (雲南白藥集團股份有限公司) (“**Baiyao Group**”). The shares of Baiyao Group are listed on the Shenzhen Stock Exchange (stock code: 000538), and it is one of the ten Key Large Enterprises in Yunnan Province (雲南省十戶重點大型企業), one of Top 100 Enterprises in Yunnan Province (雲南省百強企業) and one of the first national innovative enterprises. Baiyao Group operates through four segments, namely pharmaceuticals, health products, Chinese medicine resources and pharmaceutical logistics, and is principally engaged in chemical raw material, chemico-pharmaceutical preparations, proprietary Chinese medicines, Chinese medicinal material and biologic products. During the said employment, he rose through the ranks and held the position of assistant department manager before his departure from Baiyao Group to further his education. He re-joined Baiyao Group in 2006 as a vice president of sales of the native medicine division, and has held various positions since then. Mr. Dong served as a director of Yunnan Institute of materia medica (formerly known as Yunnan institute of medicine) from 2018 until January 2023. Mr. Dong currently serves as a general manager of Institute for Strategic Development of Baiyao Group.

Save as disclosed above, Mr. Dong 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. Dong does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Dong entered into a letter of appointment with the Company pursuant to which his directorship is subject to the retirement by rotation at least once every three years in accordance with the Articles of Association. Mr. Dong is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Mr. Dong 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 Mr. Dong 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. Dong that need to be brought to the attention of the Shareholders.

(4) Mr. Dylan Carlo TINKER

Mr. Dylan Carlo TINKER, aged 56, was appointed as an independent non-executive Director on 18 October 2019 (with effect from 31 October 2019). Mr. Tinker is also a member of the Audit Committee and the Nomination Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Tinker has over 25 years of experience in investment banking and capital raising transactions in the field of telecommunications, media and technology in Asia and has held senior positions in equity research, corporate finance and fund management. Mr. Tinker is currently the chief executive officer of AsiaTech Capital Advisors Pte Ltd in Singapore. Previously, Mr. Tinker served as a managing director in Technology Banking and the head of telecommunications, media and technology, at Avista Advisory Partners Pte Ltd in Singapore from 2017 to 2018. From 2012 to 2015, Mr. Tinker served as a Portfolio Manager at OCP Asia Capital in Singapore. Between 2000 and 2005, Mr. Tinker served as the Head of Asian Telecom equity research at UBS Investment Bank in Hong Kong. From 1993 to 1999, Mr. Tinker served as the Head of Asian Telecom equity research at Jardine Fleming (currently known as JP Morgan).

Mr. Tinker obtained a B.A. from American University, School of International Service in 1991, with a joint degree in Economics and International Relations. Mr. Tinker attended graduate school at the Paul H. Nitze School of Advanced International Studies of Johns Hopkins University in Washington, D.C., the United States from 1991 to 1993.

Save as disclosed above, Mr. Tinker 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. Tinker does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Tinker entered into a letter of appointment with the Company pursuant to which his directorship is subject to re-appointment, re-election and retirement in accordance with the Articles of Association. Mr. Tinker is entitled to an annual director's fee of HK\$157,500 which was determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to prevailing market condition and his experience, duties and responsibility with the Company.

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

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

There is no information which is discloseable nor is Mr. Tinker 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. Tinker that need to be brought to the attention of the Shareholders.

(5) Ms. Xiaosu WANG (王小素)

Ms. Xiaosu WANG (王小素), aged 44, was appointed as a non-executive Director with effect from 19 December 2024. Ms. Wang is primarily responsible for providing overall guidance on business and strategic development of the Group based on her work experience, professional background and expertise. Ms. Wang is currently a securities affairs representative and a director of the office of the board 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: 000566). From June 2007 to February 2012, Ms. Wang served as a securities affairs representative of Shenzhen Infinova Technology Co., Ltd.* (深圳英飛拓科技股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002528). Ms. Wang obtained a Bachelor of Laws degree from Zhongnan University of Economics and Law in 2003. She also obtained the qualification certificate for board secretaries granted by the Shenzhen Stock Exchange in 2012.

Save as disclosed above, Ms. 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.

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

Ms. Wang 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 19 December 2024, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Wang is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Ms. Wang 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 Ms. 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 Ms. Wang that need to be brought to the attention of the Shareholders.

* For identification purposes only

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 2025 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 2025 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 2025 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 2025 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.

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management at the relevant time of repurchase.

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 2024) 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 2025 (up to the Latest Practicable Date) were as follows:

Month	Highest HK\$	Lowest HK\$
April 2024	1.95	1.46
May 2024	1.93	1.51
June 2024	1.85	1.52
July 2024	1.70	1.50
August 2024	1.65	1.07
September 2024	1.45	1.13
October 2024	1.49	1.20
November 2024	1.40	1.00
December 2024	1.15	1.01
January 2025	1.22	0.92
February 2025	1.30	0.80
March 2025	1.45	1.05
From 1 April 2025 to the Latest Practicable Date	1.35	1.10

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 24.40% 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 27.11% 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).



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 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 13 June 2025 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 2024.
- 2(a). To re-elect Mr. George William Hunter CAUTHERLEY as an independent non-executive director of the Company.
- 2(b). To re-elect Dr. Haigang CHEN as a non-executive director of the Company.
- 2(c). To re-elect Mr. Xun DONG as a non-executive director of the Company.
- 2(d). To re-elect Mr. Dylan Carlo TINKER as an independent non-executive director of the Company.
- 2(e). To re-elect Ms. Xiaosu WANG as a non-executive director of the Company.
- 2(f). 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 2025 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 (excluding treasury 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 sell or transfer additional treasury shares 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

NOTICE OF 2025 AGM

- (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,

shall not exceed 20% of the total number of issued shares (excluding treasury 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 (other than any holders of treasury shares) 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).”

NOTICE OF 2025 AGM

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 (excluding treasury 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).”

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

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 25 April 2025

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.
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, 11 June 2025 (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.

NOTICE OF 2025 AGM

4. For determining the entitlement to attend, speak and vote at the meeting, the register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, 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 Monday, 9 June 2025.
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, 13 June 2025, the annual general meeting will not be held on 13 June 2025 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, Ms. Xiaosu WANG 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.