SINOMAB

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

MAJOR TRANSACTION
DISPOSAL OF SUZHOU PROPERTY AND FACILITY

THE DISPOSAL

On 6 July 2026 (after trading hours), the Vendor (a wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Purchaser and the Guarantor, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Target Assets at a consideration of RMB280,000,000.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 25% but is less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements.

GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Disposal and transactions contemplated thereunder.

A circular containing, among other things, (i) details of the Disposal; (ii) the financial information of the Group; (iii) an independent property valuation report on the Target Assets; (iv) a notice convening the EGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 27 July 2026.

Shareholders and investors should note that the Disposal is subject to the conditions precedent set out in the Sale and Purchase Agreement and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in securities of the Company.

THE SALE AND PURCHASE AGREEMENT

Date

6 July 2026 (after trading hours)

Parties

(1) the Vendor;

(2) the Purchaser; and

(3) the Guarantor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Purchaser, the Guarantor and their ultimate beneficial owners are Independent Third Parties.

Assets to be disposed of

The Target Assets comprise the land use right of an industrial land parcel located in Suzhou Industrial Park, China, with a total site area of approximately 43,158.21 sq.m. and a total gross floor area of approximately 71,315.23 sq.m., together with all buildings (including production plants, office and warehouse buildings), ancillary structures, facilities and equipment situated thereon.

Consideration and basis of determination

The total consideration for the Disposal is RMB280,000,000, which was determined after arm's length negotiations between the parties after taking into account, among other things:

(1) the prime and unique location of the Target Assets within Suzhou Industrial Park, including their proximity to public transportation infrastructure (a metro station within a short walking distance);

(2) existing condition and readiness of the Target Assets for use, including the completed fit-out works and ancillary facilities installed at the property;

(3) the purpose-built design and specifications of the manufacturing facility for commercial-scale large-molecule biologics production, including customised structural features, enhanced floor loading capacity, increased floor-to-ceiling height and other specifications designed to accommodate the installation and operation of specialised biopharmaceutical manufacturing equipment (including bioreactors); and

(4) the prevailing market conditions and comparable industrial property transactions in the vicinity of the Target Assets.

An independent professional valuer has been engaged to conduct a valuation of the Target Assets. According to the preliminary valuation conducted by the independent valuer, the estimated value of the Target Assets as at 30 June 2026 was approximately RMB265,000,000. Further details of the valuation and the property valuation report will be disclosed in the circular to be despatched to the Shareholders.

Having considered the above, the Directors (including the independent non-executive Directors) are of the view that the consideration for the Disposal is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment terms

The consideration shall be payable by instalments as follows:

(1) a deposit of RMB2.8 million previously paid by the Guarantor pursuant to a non-binding term sheet shall be applied towards the initial payment;

(2) within 10 business days after the conditions precedent having been fulfilled, the Purchaser shall pay an additional sum of RMB53.2 million;

(3) upon submission of the title transfer application and related documents to the relevant PRC authorities, the Purchaser shall pay an additional sum of RMB196.0 million; and

(4) the remaining 10% (being RMB28.0 million) shall be payable upon completion.

All payments made prior to completion shall be deposited into a jointly supervised escrow account.

The Purchaser shall procure an irrevocable on-demand bank guarantee in favour of the Vendor in an amount equal to the final payment. Pursuant to the Sale and Purchase Agreement, the Guarantor has also agreed to guarantee, on a joint and several basis, in favour of the Vendor the Purchaser's payment obligations under the Sale and Purchase Agreement.

VAT in the amount of approximately RMB25.2 million (subject to adjustment) shall be borne by the Purchaser, who shall reimburse the Vendor for any such VAT paid by the Vendor.

Conditions precedent

Completion of the Disposal is conditional upon the fulfilment of, among others, the following conditions:

(1) completion of the requisite approval procedures for industrial land transfer in Suzhou Industrial Park and all necessary approvals, consents, filings or confirmations from the relevant governmental authorities having been obtained;

(2) there being no requirement imposed by any governmental authority or the Suzhou Industrial Park Administrative Committee for the Vendor to refund any government incentives, subsidies or financial support previously granted, or any circumstance that would give rise to liability on the part of the Vendor, result in the recovery of the land use rights or otherwise prevent completion of the transfer of the Target Assets;

(3) there being no requirement imposed by any governmental authority or the Suzhou Industrial Park Administrative Committee for the Purchaser to assume any investment commitments, tax commitments, liabilities or other obligations of the Vendor in relation to the Target Assets;

(4) completion of all necessary internal approval procedures by the Vendor and the obtaining of the requisite shareholder and/or board approvals for the Disposal; and

(5) completion of all necessary internal approval procedures by the Purchaser and the obtaining of the requisite shareholder and/or board approvals for the acquisition of the Target Assets.

If any of the conditions precedent is not fulfilled within 90 days after the date of the Sale and Purchase Agreement, the Sale and Purchase Agreement will be automatically terminated and all sums paid shall be refunded to the Purchaser without interest.

Completion

Completion shall take place upon completion of the registration of the transfer of legal title of the Target Assets to the Purchaser and signing of the handover confirmation, at which point possession, risks and benefits will pass to the Purchaser.

The parties have agreed that the Target Assets shall be delivered on an "as is" basis (subject to certain identified defects). Notwithstanding completion, the Vendor will remain responsible for the rectification of the identified defects within the agreed timeframes and will continue to bear statutory liabilities relating to structural quality in accordance with applicable laws and regulations.

INFORMATION OF THE PARTIES

The Group

The Company is a limited liability company incorporated under the laws of Hong Kong, the Shares of which have been listed on the Main Board of the Stock Exchange since 12 November 2019. The Group is principally engaged in the research, development, manufacturing and commercialisation of therapeutics for the treatment of immunological diseases, primarily monoclonal antibody-based biologics.

The Vendor is a company established under the laws of the PRC with limited liability and is a wholly-owned subsidiary of the Company. It is principally engaged in research and development of pharmaceutical products.

The Purchaser and the Guarantor

The Purchaser is a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Guarantor. It is principally engaged in the manufacturing of antibody-drug conjugate therapeutics in oncology.

The Guarantor is a biopharmaceutical company established under the laws of the PRC and is principally engaged in the early-stage research and development, preclinical research, and clinical development of innovative drugs, with a focus on the development of antibody-drug conjugates (ADCs) and related therapies.

To the best of the Directors' knowledge having all reasonable enquiries, based on the information available to the Company, the Purchaser and the Guarantor are ultimately controlled by Dr. Xue Tongtong (薛彤彤博士) and Dr. Jiaqiang Cai, each an Independent Third Party.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

As at 30 June 2026, the aggregate net book value of the Target Assets was approximately RMB336,341,000. The Group is expected to recognise an estimated one-off loss in non-operating expense on the Disposal of approximately RMB56,341,000, representing the difference between the consideration and the net book value, excluding relevant taxes and expenses. The actual loss on the Disposal will be subject to audit by the Company's auditor and may differ from the amount stated above.

The net proceeds from the Disposal will be used for the research and development and clinical studies of the Group's pipeline products and for general working capital purposes.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is a clinical-stage biopharmaceutical company principally engaged in the research, development and commercialisation of monoclonal antibody-based therapeutics.

The Target Assets comprise commercial manufacturing facilities, a pilot plant, an R&D centre, a quality control centre, a clinical study centre and an administration building located in Suzhou Dushu Lake Higher Education Town, the PRC. The Group acquired the land use right in June 2020 and originally intended to develop the Target Assets as its second production base for commercial-scale manufacturing.

The Board has been evaluating opportunities to further optimise resource allocation and enhance operational flexibility through a more light-asset manufacturing model.

Having considered the prevailing economic environment and property market conditions in the PRC, the Board considers that the Disposal represents a favourable opportunity for the Group to realise the value of the Target Assets and unlock capital currently tied up in the facilities.

The net proceeds from the Disposal are expected to strengthen the Group's working capital position and improve cash flow, thereby providing additional financial flexibility to support the Group's research and development activities, clinical programmes, pipeline advancement and other operational needs.

Accordingly, the Board considers that the Disposal will enable the Group to focus its financial and management resources on its core business and is in line with its long-term strategic development.

Having considered the above, the Board is of the view that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 25% but is less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements.

GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Disposal and transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no Shareholder has a material interest in the Disposal and transactions contemplated thereunder, therefore no Shareholder will be required to abstain from voting at the EGM to approve the ordinary resolution(s) regarding the Disposal and transactions contemplated thereunder.

A circular containing, among other things, (i) details of the Disposal; (ii) the financial information of the Group; (iii) an independent property valuation report on the Target Assets; (iv) a notice convening the EGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 27 July 2026, being 15 business days after the date of this announcement.

Shareholders and investors should note that the Disposal is subject to the conditions precedent set out in the Sale and Purchase Agreement and therefore the Disposal may or may not complete. As such, Shareholders and investors are urged to exercise caution when dealing in securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Board"	the board of Directors
"Company"	SinoMab BioScience Limited (中國抗體製藥有限公司), a company incorporated in Hong Kong with limited liability on 27 April 2001 and the Shares of which are listed on Stock Exchange (stock code: 03681)
"connected person"	has the meaning ascribed to it in the Listing Rules
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Target Assets by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
"EGM"	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, the Disposal and transactions contemplated thereunder
"Group" or "we"	the Company, its subsidiaries and consolidated affiliated entities
"Guarantor"	MediLink Therapeutics (Suzhou) Co., Ltd. (蘇州宜聯生物醫藥有限公司) a limited liability company established under the laws of the PRC on 8 July 2020, an Independent Third Party
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	an individual(s) or company(ies) who or which is/are to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons as defined under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Macau"	the Macau Special Administrative Region of the PRC
"percentage ratio(s)"	has the meaning ascribed to it in the Listing Rules
"PRC" or "China"	the People's Republic of China (for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan)

"Purchaser"	Suzhou Yigong Pinyuan Biopharmaceutical Co., Ltd.* (蘇州宜工品源生物醫藥有限公司), a limited liability company established under the laws of the PRC on 3 September 2021, a wholly owned subsidiary of the Guarantor and an Independent Third Party
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the sale and purchase agreement dated 6 July 2026 entered into by and between the Vendor, the Purchaser and the Guarantor in relation to the sale and purchase of the Target Assets
"Share(s)"	ordinary share(s) in the issued share capital of the Company
"Shareholder(s)"	holder(s) of share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it in the Listing Rules
"Target Assets"	the state-owned construction land use right of the land parcel located to the east of Jingu Road and north of Jiangyun Road, Suzhou Industrial Park, together with the factory premises situated thereon at No. 59 Jinhai Road, Suzhou Industrial Park, the ancillary facilities, related equipment and all assets, rights and interests appurtenant or relating thereto
"VAT"	the PRC value-added tax
"Vendor"	MediNexus Pharma (Suzhou) Limited (杏聯藥業(蘇州)有限公司), a limited liability company established under the laws of the PRC on 30 July 2018, a wholly owned subsidiary of the Company
"%"	per cent

* *For identification purposes only*

By Order of the Board
SinoMab BioScience Limited
Dr. Shui On LEUNG
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 6 July 2026

As at the date of this announcement, the executive directors of the Company are Dr. Shui On LEUNG and Ms. Fang LIANG, the non-executive directors of the Company are Ms. Lei XUE, 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, Ms. Chi Sau Giselle LEE and Mr. Nan SHEN.