
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.



**PROPOSED ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 29 April 2021 and the notice convening an annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 15 June 2021 at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. A supplemental notice of the 2021 AGM is set out on pages 8 to 10 of this supplemental circular. A revised form of proxy (the “**Revised Proxy Form**”) is also attached with this supplemental circular.

Whether or not you are able to attend the 2021 AGM, please complete and sign the enclosed form of proxy for use at the 2021 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 2021 AGM (i.e. not later than 10:00 a.m. on Friday, 11 June 2021 (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 2021 AGM if they so wish.

This supplemental circular and the accompanying Revised Proxy Form are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sinomab.com).

12 May 2021

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Election of Independent Non-executive Director	4
3. 2021 AGM and Proxy Arrangement	6
4. Recommendation	7
Supplemental Notice of 2021 AGM	8

DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 15 June 2021 at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“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, 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 May 2021, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“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 2021 AGM”	the notice convening the 2021 AGM of the Company dated 29 April 2021
“Original Proxy Form”	the proxy form of the Company dated 29 April 2021
“Revised Proxy Form”	the new proxy form applicable for the 2021 AGM, which contains the additional resolution to be proposed at the 2021 AGM, and is enclosed with this supplemental circular and the Supplemental Notice of 2021 AGM

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
“Shareholder(s)”	holder(s) of the Share(s)
“Skytech Technology”	Skytech Technology Limited, a limited company incorporated in the British Virgin Islands on 2 January 2001 and wholly owned by Dr. Shui On LEUNG, a substantial Shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice of 2021 AGM”	the supplemental notice convening the 2021 AGM appended to this supplemental circular

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 Director:

Dr. Shui On LEUNG (*Chairman and Chief Executive Officer*)

Registered Office:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Non-executive Directors:

Dr. Haigang CHEN

Mr. Xun DONG

Mr. Senlin LIU

Ms. Wenyi LIU

Mr. Huiyuan MA

Mr. Jing QIANG

Independent Non-executive Directors:

Mr. George William Hunter CAUTHERLEY

Mr. Michael James Connolly HOGAN

Mr. Ping Cho Terence HON

Mr. Dylan Carlo TINKER

12 May 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 29 April 2021 (the “**Circular**”). Unless indicated otherwise, the terms used in this supplemental circular shall have the same meaning as those defined in the Circular.

LETTER FROM THE BOARD

On 30 April 2021, the Company received from Skytech Technology, a substantial Shareholder, a written notice in relation to its nomination of Dr. Chi Ming LEE (“**Dr. Lee**”) as an independent non-executive Director for election at the 2021 AGM. Dr. Lee has given a written notice to the Company indicating his willingness to accept the nomination and stand for election.

According to the Articles of Association, the appointment is subject to the approval of the Shareholders. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the 2021 AGM to approve the election of Dr. Lee as an independent non-executive Director. The nomination committee of the Company considers that Dr. Lee is suitable to independently serve as independent non-executive Director after due and careful consideration.

The Board therefore proposed to present a separate resolution at the 2021 AGM to elect Dr. Lee as an independent non-executive Director. Subject to the approval by the Shareholders at the 2021 AGM, the term of office of Dr. Lee will commence from the conclusion of the 2021 AGM for an initial term of three years, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. The Board has also resolved to appoint Dr. Lee as the chairman of the remuneration committee and a member of the audit committee of the Company with effect from the date of his appointment as an independent non-executive Director.

This supplemental circular aims to give a Supplemental Notice of 2021 AGM to you, and provide you with details about the resolution to be presented for consideration at the 2021 AGM.

2. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

An ordinary resolution will be presented at the 2021 AGM to elect Dr. Lee as an independent non-executive Director with effect from the conclusion of the 2021 AGM for an initial term of three years, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules.

The biographical details of Dr. Lee are set out below:

Dr. Chi Ming LEE, aged 68, 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, the global product director in CNS therapy area from 2002 to 2004 in Sweden. Prior

LETTER FROM THE BOARD

with AstraZeneca, Dr. Lee had worked at Bayer Corporation between 1993 to 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 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.

During 2015 to 2019, Dr. Lee was an independent non-executive director of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (宜昌東陽光長江藥業股份有限公司), a company listed on the Stock Exchange. Save as disclosed, Dr. Lee 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.

Subject to the approval by the Shareholders at the 2021 AGM, Dr. Lee will enter into a letter of appointment with the Company pursuant to which he will agree to act as an independent non-executive Director for an initial term of three years with effect from the conclusion the 2021 AGM, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Lee will be entitled to receive a director's fee of HK\$300,000 per annum, which has been approved by the Board based on the recommendation of the remuneration committee of the Company with reference to the Company's remuneration policy applicable to his position in the Group.

Dr. Lee does not have any relationships with any other Directors, senior management of the Company or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Dr. Lee did not have any interest in shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other 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.

LETTER FROM THE BOARD

3. 2021 AGM AND PROXY ARRANGEMENT

This supplemental circular shall be read together with the notice for convening the 2021 AGM dated 29 April 2021 and the circular dated 29 April 2021 to the Shareholders. The Company will convene the 2021 AGM as originally scheduled at 10:00 a.m. on Tuesday, 15 June 2021 at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. The Supplemental Notice of 2021 AGM is set out on pages 8 to 10 of this supplemental circular.

Please refer to the Notice of 2021 AGM of the Company dated 29 April 2021 for details in respect of other resolutions proposed to be considered and approved at the 2021 AGM, closure of register of members, qualification for attending the 2021 AGM, registration procedures for attending the 2021 AGM, proxy and other relevant matters.

The Revised Proxy Form applicable for the 2021 AGM, which contains the additional resolution to be proposed at the 2021 AGM, is enclosed with this supplemental circular. The Revised Proxy Form which was enclosed with this supplemental Circular shall supersede the Original Proxy Form.

If any Shareholder has not yet submitted the Original Proxy Form according to the instructions in the Notice of 2021 AGM and wishes to appoint a proxy to attend the 2021 AGM on his/her behalf, he/she is required to submit the Revised Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.

To be valid, the Revised Proxy Form, 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 a public holiday) before the time appointed for the 2021 AGM (i.e. not later than 10:00 a.m. on Friday, 11 June 2021 (Hong Kong time)) or the adjourned meeting (as the case maybe). Completion and delivery of the Revised Proxy Form will not preclude you from attending and voting at the 2021 AGM if you so wish.

For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice of 2021 AGM, please note that:

- (i) If the Shareholder has not submitted the Revised Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given by the Shareholders or to vote at his/her discretion (if no such instructions were given) at the 2021 AGM on the resolutions proposed in the Notice of 2021 AGM, and to vote at his/her discretion on the new resolution set out in the Supplemental Notice of 2021 AGM;

LETTER FROM THE BOARD

- (ii) If the Shareholder has submitted the Revised Proxy Form prior to the deadline set out in the Notice of 2021 AGM, then the Revised Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Revised Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his/her discretion (if no such instructions were given) on any resolution (including the new resolution set out in the Supplemental Notice of 2021 AGM) proposed in an appropriate manner at the 2021 AGM; and

- (iii) If the Shareholder submitted the Revised Proxy Form after the designated time, or the Revised Proxy Form submitted is improperly completed, the Revised Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Revised Proxy Form was submitted.

Completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the 2021 AGM or at any adjournment thereof if you so wish.

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 2021 AGM in the manner prescribed under the Listing Rules.

6. RECOMMENDATION

The Directors consider that the proposed election of independent non-executive Director is fair and reasonable and in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the 2021 AGM.

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

Executive Director, Chairman and Chief Executive Officer



SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “Notice”) of the 2021 AGM dated 29 April 2021 of the Company which sets out the date, time and place of the 2021 AGM as well as the resolutions at the 2021 AGM for Shareholders’ consideration and approval.

A SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the 2021 AGM will be held as scheduled at 10:00 a.m. on Tuesday, 15 June 2021 at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, at which, in addition to the resolutions contained in the Notice, the following resolution proposed by the Board will also be considered and approved at discretion. Save as mentioned herein, all information and contents set out in the Notice remain unchanged.

ORDINARY RESOLUTION

7. To elect Dr. Chi Ming LEE as an independent non-executive director of the Company, with effect from the conclusion of the 2021 AGM for an initial term of three years, and to authorise the board of directors of the Company to fix his Directors’ remuneration and to enter into a letter of appointment with him.

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

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 12 May 2021

SUPPLEMENTAL NOTICE OF 2021 AGM

Notes:

1. Details about the above resolution are contained in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 12 May 2021. Unless the context requires otherwise, the terms used in this Supplemental Notice of 2021 AGM shall have the meanings same as those used in the Supplemental Circular.
2. Since the Original Proxy Form issued with the circular dated 29 April 2021 does not contain the new resolution in the Supplemental Notice of 2021 AGM, the Revised Proxy Form is issued with the Supplemental Circular.
3. All resolutions at the 2021 AGM 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 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.
4. Any Shareholder entitled to attend and vote at the 2021 AGM is entitled to appoint a proxy or if he/she is the holder of two or more Shares, more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a Shareholder. 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/her.
5. In order to be valid, this Revised Proxy Form, 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 Friday, 11 June 2021 (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 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.
6. For any Shareholder who has submitted the Original Proxy Form according to the instructions in the Notice, please note that:
 - (i) If the Shareholder has not submitted the Revised Proxy Form, the Original Proxy Form (if properly completed) shall be deemed as a valid proxy from submitted by the Shareholder. The proxy appointed according to the Original Proxy Form shall be entitled to vote according to the instructions given by the Shareholder or to vote at his/her discretion (if no such instructions were given) at the 2021 AGM on the resolutions proposed in the Notice, and to vote at his/her discretion on the new resolution set out in the Supplemental Notice of 2021 AGM;
 - (ii) If the Shareholder has submitted the Revised Proxy Form prior to the deadline set out in the Notice, then the Revised Proxy Form (if properly completed) shall be deemed as a valid proxy form submitted by the Shareholder. The Original Proxy Form shall be deemed to be revoked. The proxy appointed pursuant to the Revised Proxy Form shall be entitled to vote according to the instructions given previously by the Shareholder or to vote at his/her discretion (if no such instructions were given) on any resolution (including the new resolution set out in the Supplemental Notice of 2021 AGM) proposed in an appropriate manner at the 2021 AGM; and
 - (iii) If the Shareholder submitted the Revised Proxy Form after the designated time, or the Revised Proxy Form submitted is improperly completed, the Revised Proxy Form will be invalid. The Original Proxy Form, if properly completed, will be treated as a valid proxy form submitted by the Shareholder. The arrangement as mentioned in (i) above shall apply as if no Revised Proxy Form was submitted.
7. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 9 June 2021 to Tuesday, 15 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2021 AGM, unregistered holders of Shares 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 Tuesday, 8 June 2021.

SUPPLEMENTAL NOTICE OF 2021 AGM

8. 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 Tuesday, 15 June 2021, the 2021 AGM will not be held on 15 June 2021 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.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. Please refer to the Notice for details about other resolutions to be submitted for consideration and approval at the 2021 AGM, eligibility of shareholders to attend the 2021 AGM, appointment of proxies, registration procedures, closure of register of members and other matters.

As at the date of this notice, the executive Director is Dr. Shui On LEUNG, the non-executive Directors are Dr. Haigang CHEN, Mr. Xun DONG, Mr. Senlin LIU, Ms. Wenyi LIU, Mr. Huiyuan MA and Mr. Jing QIANG, and the independent non-executive Directors are Mr. George William Hunter CAUTHERLEY, Mr. Michael James Connolly HOGAN, Mr. Ping Cho Terence HON and Mr. Dylan Carlo TINKER.