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

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

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**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**

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The notice convening the 2022 AGM of SinoMab BioScience Limited to be held at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 13 June 2022 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the 2022 AGM, please complete and sign the enclosed form of proxy for use at the 2022 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 2022 AGM (i.e. not later than 10:00 a.m. on Friday, 10 June 2022 (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 2022 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](http://www.hkexnews.hk)) and the Company ([www.sinomab.com](http://www.sinomab.com)).

28 April 2022

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## PRECAUTIONARY MEASURES FOR THE 2022 AGM

Please refer to page ii of this circular for preventive and control measures to be implemented at the 2022 AGM to minimize the risk of the spread of the novel coronavirus (COVID-19):

- compulsory body temperature checks
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

If necessary, more severe precautionary measures and/or other arrangement may be adopted at the 2022 AGM to comply with any new, amended and then existing law provision of Hong Kong in effect that time. The Company may change the 2022 AGM arrangement at short notice and issue further announcement(s) as appropriate. Shareholders should check the Company's website ([www.sinomab.com](http://www.sinomab.com)) for updates on the latest arrangement of the 2022 AGM. Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

## PRECAUTIONARY MEASURES FOR THE 2022 AGM

The Company will implement the following preventive and control measures at the 2022 AGM to minimise the risk of the spread of the novel coronavirus (COVID-19):

- (i) compulsory body temperature check will be conducted for every attendee before entering the venue of the 2022 AGM, and any attendee with a body temperature higher than 37.3 degree Celsius will not be given access to the meeting venue;
- (ii) every attendee is required to wear an appropriate face mask at all times during their attendance of the 2022 AGM; and
- (iii) no beverage, refreshment or corporate gifts will be served or distributed before, during or after the 2022 AGM.

If any Shareholder will not attend the 2022 AGM in person and has any questions about the resolutions to be considered at the 2022 AGM or other matters relating to the Company, Shareholder is welcome to send the questions in writing to the Company's office at Units 303 and 305–307, No. 15 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong for the attention of the board of director or to our email at [message@sinomab.com](mailto:message@sinomab.com).

If any Shareholder has any question relating to the 2022 AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, as follows:

**Computershare Hong Kong Investor Services Limited**

17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

Tel: 2862 8555

Fax: 2865 0990

## DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company to be held at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 13 June 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Notice of 2022 AGM which is set out on pages 17 to 21 of this circular, 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
“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 of not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2022 AGM which is set out on pages 17 to 21 of this circular
“Latest Practicable Date”	19 April 2022, 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 2022 AGM”	the notice convening the 2022 AGM appended to this circular
“R&D”	research and development
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2022 AGM which is set out on pages 17 to 21 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

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  
Ms. Jie LIU  
Mr. Lei SHI

*Independent Non-executive Directors:*

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

28 April 2022

*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 2022 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 2022 AGM to be held on 13 June 2022.

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 111(a) of the Articles of Association, Mr. Ping Cho Terence HON, Dr. Shui On LEUNG, Mr. Senlin LIU and Ms. Wenyi LIU will retire at the 2022 AGM. In addition, Ms. Jie LIU and Mr. Lei SHI who have been appointed by the Board after the 2021 annual general meeting shall hold office until the 2022 AGM pursuant to Article 110 of the Articles of Association. Dr. Chi Ming LEE, being appointed on the 2021 annual general meeting, together with all of the above Directors, are eligible for re-election at the 2022 AGM.

Mr. Senlin LIU, for the purpose of devoting more time to his personal business engagement, and in accordance with the relevant requirements of retirement by rotation and re-election of director under the Corporate Governance Code as set out in Appendix 14 of the Listing Rules and the Articles of Association, has tendered his request for retirement at the 2022 AGM and not to offer himself for re-election after retirement. Mr. Senlin LIU confirms that he does not have any disagreement with the Board and that there is no other matter relating to his retirement which needs to be brought to the attention of the Shareholders. The other six Directors (“**Relevant Directors**”) mentioned above will stand for re-election at the 2022 AGM.

The re-election of the Relevant Directors at the 2022 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 Relevant Directors who will offer themselves for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Relevant 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 Relevant Directors. The Company considers that Mr. Ping Cho Terence HON and Dr. Chi Ming LEE, the retiring independent non-executive Directors, are independent according to the independence guidelines set out in the Listing Rules and the Relevant Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

## LETTER FROM THE BOARD

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 15 June 2021, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2022 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 2022 AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2022 AGM (i.e. a total of 100,624,040 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2022 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.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 15 June 2021, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the 2022 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2022 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2022 AGM (i.e. a total of 201,248,080 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2022 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 2022 AGM as set out in item 6 of the Notice of 2022 AGM.

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

### **5. 2022 AGM AND PROXY ARRANGEMENT**

The Notice of 2022 AGM is set out on pages 17 to 21 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 2022 AGM in the manner prescribed under the Listing Rules.



## LETTER FROM THE BOARD

A form of proxy for use at the 2022 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](http://www.hkexnews.hk)) and the Company ([www.sinomab.com](http://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 2022 AGM (i.e. not later than 10:00 a.m. on Friday, 10 June 2022 (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 2022 AGM if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of the Relevant 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 2022 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 2022 AGM.*

**(1) Mr. Ping Cho Terence HON (韓炳祖)**

Mr. Ping Cho Terence HON (韓炳祖), aged 62, was appointed as an independent non-executive Director on 18 October 2019 (with effect from 31 October 2019). Mr. Hon is also the chairman of the Audit Committee of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board. Mr. Hon has over 35 years of experience in accounting, treasury and financial management. Mr. Hon has served as an independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (stock code: 520), a company listed on the Main Board of the Stock Exchange, 361 Degrees International Limited (stock code: 1361), a company listed on the Main Board of the Stock Exchange and Daphne International Holdings Limited (stock code: 210), a company listed on the Main Board of the Stock Exchange, since November 2014, May 2019 and September 2019, respectively. Mr. Hon was also an independent non-executive director of Jimu Group Limited (stock code: 8187), a company listed on the Growth Enterprise Market of the Stock Exchange from December 2017 to May 2021.

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

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

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

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

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

The Company has received from Mr. Hon his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Mr. Hon is independent.

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

## (2) Dr. Shui On LEUNG (梁瑞安)

Dr. Shui On LEUNG (梁瑞安), aged 62, was appointed as a Director and the chairman of the Board in April 2001 and subsequently appointed as our chief executive officer in January 2003 and subsequently designated as an executive Director in June 2019. He is also the chairman of the Nomination Committee of the Company and a member of the Remuneration Committee of the Company. Dr. Leung is primarily responsible for formulating overall strategic directions, overseeing scientific and clinical R&D activities and managing overall operations of the Group. Dr. Leung is also a director of certain subsidiaries of the Company. Dr. Leung has over 30 years of experience in the field of molecular immunology and therapeutic monoclonal antibodies. Dr. Leung has been a member of the first session of Biotech Advisory Panel of the Stock Exchange since April 2018. He is also a director of the Hong Kong Genome Institute. Dr. Leung currently also serves as an adjunct professor of the Army Medical University (中國人民解放軍陸軍軍醫大學, formerly known as the Third Military Medical University (中國人民解放軍第三軍醫大學) and China and the Air Force Medical University (中國人民解放軍空軍軍醫大學), formerly known as the Fourth Military Medical University (中國人民解放軍第四軍醫大學). He has also been an adjunct professor of The Hong Kong University of Science and Technology since September 2018. From 2011 to 2014, Dr. Leung was an adjunct professor of Fudan University, China (復旦大學). Prior to joining the Company, Dr. Leung served as the managing director of The Hong Kong Institute of Biotechnology Limited, which is currently a biotechnology R&D arm of The Chinese University of Hong Kong, from September 2000 to August 2003. Dr. Leung was an adjunct professor of The Chinese University of Hong Kong from February 2001 to January 2004. From May 1991 to in or around August 2000, he held several positions in Immunomedics, Inc. (“Immunomedics”), a U.S. leading antibody-drug conjugate company, including an associate director of the molecular biology department and an executive director of the biology research department. During his term with Immunomedics, Dr. Leung was awarded grants by the U.S. Department of Health and Human Services multiple times for his research programmes, including “Engineering a Unique Conjugation Site on AB Light Chain” and “A Humanized

Antibody for Breast Cancer Treatment”. In October 1996, Dr. Leung was appointed as an adjunct assistant member of the Center for Molecular Medicine & Immunology at Garden State Cancer Center. Dr. Leung was also engaged in postdoctoral research at Yale University, U.S.A. from July 1990 to June 1992.

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

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

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

Dr. Leung entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years with effect from the Listing Date, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Leung is not entitled to any fees for being an executive Director. Under his service contract, he is presently entitled to receive from the Group an annual remuneration of HK\$5,464,800, which was determined by reference to industry norm and market conditions and based on the services rendered to the Group, and, in addition, performance based discretionary bonus and other related employee benefits and allowances.

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

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

### (3) Ms. Wenyi LIU (劉文溢)

Ms. Wenyi LIU (劉文溢), aged 35, was appointed as a Director in August 2017 and subsequently designated as a non-executive Director in June 2019. Ms. Liu is primarily responsible for providing overall guidance on business and strategic development of our Group based on her work experience, professional background and expertise. Ms. Liu is also a director of certain subsidiaries of the Company. Ms. Liu has years of experience in investment and operational management in the pharmaceutical industry. She has served as a general manager at Apricot Capital (上海杏澤投資管理有限公司), the co-general partner of Shanghai Xingze Xinghe Startup Investment Centre (Limited Partnership)\* (上海杏澤興禾創業投資中心(有限合夥)) and the sole general partner of Shanghai Xingze Xingzhan Enterprise Management Center (Limited Partnership)\* (上海杏澤興瞻企業管理中心(有限合夥)), each being our Pre-IPO Investor and our Shareholder, since October 2015. Prior to that, Ms. Liu

worked as Deputy General Manager at Jumeirah Himalayas Hotel Shanghai\* (上海證大喜瑪拉雅有限公司卓美亞喜瑪拉雅酒店) from September 2013 to December 2015. From March 2011 to September 2013, she served as Equity Analyst at Guotai Asset Management Co., Ltd.\* (國泰基金管理有限公司). Ms. Liu received her bachelor's degree in economics from the University of Southampton in Southampton, England in June 2009 and master's degree in economics from the University of Warwick in Coventry, England in November 2010. Ms. Liu is currently pursuing her Ph.D in healthcare management in a cohort-based program in collaboration between Johns Hopkins Bloomberg School of Public Health and the Institute for Hospital Management of Tsinghua University, China (清華大學). Ms. Liu obtained the securities qualification certificate issued by the Securities Association of China in November 2011.

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

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

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

As at the Latest Practicable Date, Ms. Liu had interests in 285,713,036 Shares pursuant to Part XV of the SFO.

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

#### (4) Dr. Chi Ming LEE (李志明)

Dr. Chi Ming LEE, aged 68, was appointed as an independent non-executive Director with effect from 15 June 2021. Dr. Lee is also the chairman of the Remuneration Committee of the Company and a member of the Audit Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board and ensuring a high standard of overall governance. Dr. Lee has over 30 years of experience in academic and biopharmaceutical arena. Dr. Lee served as a director of the Office of Research and Knowledge Transfer Services at The Chinese University of Hong Kong from 2016 to 2020. Before the latest appointment mentioned above, Dr. Lee had held senior positions in various multinational pharmaceutical and biotechnology companies and academic institute between 1992 to 2013. His longest employment was with AstraZeneca with positions of an executive director of Translational Science in the areas of CNS and Pain Innovative Medicines in

Sweden from 2011 to 2013, an executive director between 2007 to 2011, a director from 2004 to 2007 of Translational Science in the areas of CNS and Pain Control Research Area in the USA, and the global product director in CNS therapy area from 2002 to 2004 in Sweden. Prior with AstraZeneca, Dr. Lee had worked at Bayer Corporation between 1993 and 1998 and served as an associate director of the Institute for Dementia Research. From 1992 to 1993, Dr. Lee served as a senior group leader of Exploratory Neurodegeneration at Abbott Laboratories. Dr. Lee also served as a senior lecturer at the Department of Biochemistry, Faculty of Medicine of The Chinese University of Hong Kong from 1982 to 1992. Dr. Lee has extensive experience in working at the interface of R&D, developing global drug discovery strategy, forming collaborative joint ventures, evaluating licensing opportunities and facilitating strategic alignment of the tasks and goals of the discovery and development functions. Dr. Lee has been actively engaged in promoting scientific activities. He was an active member of the FNIH Biomarker Consortium Neuroscience Steering Committee, the European Innovative Medicine Initiative (IMI) on NEWMEDS and the Institute of Medicine (IOM) Neuroforum, which focus on biomarkers and translational R&D for CNS diseases. Dr. Lee was a director of Ever East Consultants Limited 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) (stock code: 01558), a company listed on the Stock Exchange.

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

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

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

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

The Company has received from Dr. Lee his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Dr. Lee is independent.

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

**(5) Ms. Jie LIU (劉潔)**

Ms. Jie LIU, aged 44, was appointed as a non-executive Director on 14 December 2021. Ms. Liu is primarily responsible for providing overall guidance on business and strategic development of our Group based on her work experience, professional background and expertise.

Ms. Liu is currently a deputy general manager and the chief research and development engineer of Hainan Haiyao Co., Ltd. (海南海藥股份有限公司) (“**Hainan Haiyao**”). Hainan Haiyao is a substantial shareholder of the Company and its shares are listed on the Shenzhen Stock Exchange (stock code: 00566). From July 2005 to September 2018, she served as a staff, a deputy director of chemistry department, the director of chemistry department and the director of antibiotic department of Hainan Institute For Drug Control (海南省藥品檢驗所). Ms. Liu obtained a master’s and a doctorate degree in pharmaceutical analysis from China Pharmaceutical University.

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

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

Ms. Liu entered into a letter of appointment with the Company pursuant to which she agreed to act as a non-executive Director for an initial term of three years with effect from 14 December 2021, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Liu is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Ms. Liu 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. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Liu that need to be brought to the attention of the Shareholders.

**(6) Lei SHI (石磊)**

Mr. Lei SHI, aged 36, was appointed as a non-executive Director on 17 December 2021. Mr. Shi is primarily responsible for providing overall guidance on business and strategic development of our Group based on his work experience, professional background and expertise.

Mr. Shi is currently a deputy general manager and secretary of the board of directors of Hainan Haiyao. Hainan Haiyao is a substantial shareholder of the Company and its shares are listed on the Shenzhen Stock Exchange (Stock Code: 00566). From July 2013 to May 2015,

Mr. Shi served as an intellectual property specialist and a senior manager of intellectual property research center of China Institute of Marine Technology & Economy of China State Shipbuilding Corporation (中國船舶工業綜合技術經濟研究院). From May 2015 to July 2019, he served as a senior legal manager of the policy and regulation department of China State Shipbuilding Corporation (中國船舶工業集團有限公司). From July 2019 to September 2021, Mr. Shi served as a vice director and the director of legal affairs department of Xinxing Jihua Pharmaceutical Holdings Co., Ltd. (新興際華醫藥控股有限公司). Mr. Shi obtained a master's degree in civil and commercial law from Beijing University of Chemical Technology in 2013.

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

Mr. Shi entered into a letter of appointment with the Company pursuant to which he agreed to act as a non-executive Director for an initial term of three years with effect from 17 December 2021, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Shi is not entitled to any fees for being a non-executive Director.

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



*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 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 1,006,240,400 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the Notice of 2022 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 2022 AGM, i.e. being 1,006,240,400 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 100,624,040 Shares, representing 10% of the total number of Shares as at the date of the 2022 AGM.

## **2. REASONS FOR SHARE BUY-BACK**

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

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

## **3. FUNDING OF SHARE BUY-BACK**

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

## **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) 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 2022 (up to the Latest Practicable Date) were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April 2021	4.20	3.59
May 2021	3.67	3.03
June 2021	3.70	3.28
July 2021	3.47	3.00
August 2021	3.60	3.10
September 2021	3.38	2.92
October 2021	3.09	2.78
November 2021	3.25	2.70
December 2021	3.01	2.73
January 2022	2.96	2.58
February 2022	3.00	2.54
March 2022	2.63	1.98
From 1 April 2022 to the Latest Practicable Date	2.32	2.05

**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 have undertaken to the Stock Exchange to 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.

## 7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the single largest Shareholder of the Company is Ms. Wenyi LIU (through her controlled corporations) who, together with her spouse, Mr. Jing QIANG, hold approximately 28.39% of the issued Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Ms. Wenyi LIU and Mr. Jing QIANG (through their controlled corporations) would be increased to approximately 31.55% of the issued Shares.

The Directors consider that such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

## 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 Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 13 June 2022 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 2021.
- 2(a). To re-elect Mr. Ping Cho Terence HON as an independent non-executive director of the Company.
- 2(b). To re-elect Dr. Shui On LEUNG as an executive director of the Company.
- 2(c). To re-elect Ms. Wenyi LIU as a non-executive director of the Company.
- 2(d). To re-elect Dr. Chi Ming LEE as an independent non-executive director of the Company.
- 2(e). To re-elect Ms. Jie LIU as a non-executive director of the Company.
- 2(f). To re-elect Mr. Lei SHI as a non-executive director of the Company.
- 2(g). To authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to fix their remuneration.

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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;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of the passing of this resolution); and
- (c) for the purposes of this resolution:

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

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

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

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

## NOTICE OF 2022 AGM

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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

- (c) for the purposes of this resolution:

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

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

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

## NOTICE OF 2022 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 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, 28 April 2022

*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 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 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 Friday, 10 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 8 June 2022 to Monday, 13 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend 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 Tuesday, 7 June 2022.

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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 Monday, 13 June 2022, the annual general meeting will not be held on 13 June 2022 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 director of the Company is Dr. Shui On LEUNG, the non-executive directors of the Company are Dr. Haigang CHEN, Mr. Xun DONG, Mr. Senlin LIU, Ms. Wenyi LIU, Ms. Jie LIU and Mr. Lei SHI, 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.*