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Clover Biopharmaceuticals, Ltd.

三葉草生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2197)

(1) GRANT OF OPTIONS AND RSUS

**(2) AMENDMENT TO VESTING SCHEDULE OF PREVIOUSLY GRANTED
RSUS
AND**

(3) AMENDMENT TO THE TRUST DEED

1. GRANT OF OPTIONS AND RSUS

Grant of Options Pursuant to the Post-IPO Share Option Plan

The following disclosure is made pursuant to Rule 17.06A of the Listing Rules.

The Board announces that on December 15, 2022, the Company granted a total of 5,732,500 Options to 46 Option Grantees in accordance with the terms of the Post-IPO Share Option Plan, subject to acceptance.

The details of the Options granted to the Option Grantees are as follows:

Grant Date	:	December 15, 2022
Number of Option Grantees	:	46 Option Grantees
Total number of Options granted	:	5,732,500
Total number of Shares to be subscribed upon exercise of the Options granted	:	5,732,500 Shares
Consideration for the Grant of Options	:	US\$0.001 to be paid by each Option Grantee upon acceptance of the Options granted

- Exercise price of the Options granted : HK\$3.830 per Share, representing the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Grant Date, being HK\$3.240; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Grant Date, being HK\$3.830; and (iii) the nominal value of the Shares
- Validity period of the Options : 10 years from the Grant Date
- Vesting period of the Options : Pursuant to the relevant offer or award letter issued to each Option Grantee, the Options granted are subject to either of the following vesting schedules:
- (i) Twenty-five percent (25%) of the Options granted shall vest on the first anniversary of the first day of the Option Grantee's onboarding month and the rest of the Options granted will vest monthly in three years thereafter equally; or
 - (ii) Twenty-five percent (25%) of the Options granted shall vest on December 1, 2023 and the rest of the Options granted will vest monthly in three years thereafter equally.

To the best knowledge and belief of the Board, none of the Option Grantees is a Director, chief executive or substantial shareholder of the Company, nor an associate of any of them.

Grant of RSUs Pursuant to the RSU Scheme

The Board announces that on December 15, 2022, an aggregate of 1,687,000 RSUs were granted to 35 RSU Grantees pursuant to the RSU Scheme. The 1,687,000 RSUs represent 1,687,000 underlying Shares and approximately 0.13% of the issued share capital of the Company as of the date of this announcement. Based on the closing price of HK\$3.240 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Grant Date, the market value of the 1,687,000 RSUs granted to the RSU Grantees amounts up to HK\$5,465,880.

Pursuant to the relevant notice of grant issued to each RSU Grantee, the RSUs granted are subject to either of the following vesting schedules:

- (i) Twenty-five percent (25%) of the RSUs granted shall vest on the first anniversary of the first day of the RSU Grantee's onboarding month and the rest of the RSUs granted will vest monthly in three years thereafter equally; or
- (ii) Twenty-five percent (25%) of the RSUs granted shall vest on December 1, 2023 and the rest of the RSUs granted will vest monthly in three years thereafter equally.

The RSU Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. To the best knowledge and belief of the Board, none of the RSU Grantees is a connected person of the Company.

A certain amount of Shares have been allotted and issued to Super Novel which are held in trust by it for the satisfaction of RSUs upon vesting (including all the RSUs granted as mentioned above). The Company has appointed Core Trust, which is the sole shareholder of Super Novel, as the trustee to assist with the administration and vesting of the RSUs. As the vesting of RSUs granted to the RSU Grantees will be satisfied by the Shares currently held by Super Novel, no new Shares will be issued by the Company, and accordingly, the Grant of RSUs will not result in any dilution effect on the shareholdings of existing Shareholders.

Reasons and Benefits of the Grant of Options and RSUs

The Post-IPO Share Option Plan and the RSU Scheme form parts of the incentive plan of the Group. The Board considers that the Grant of Options and the Grant of RSUs are to (i) reward the Option Grantees and the RSU Grantees for their contributions to the growth and development of the Group and to provide them with incentives for their continuing commitment and contributions to the growth of the Group; and (ii) align the interests of the Option Grantees and the RSU Grantees with those of the Group through ownership of the Shares to encourage and retain them to make further contributions to the long-term development and profits of the Group.

2. AMENDMENT TO VESTING SCHEDULE OF PREVIOUSLY GRANTED RSUS

Reference is made to the Announcement which sets out, among other things, the grant of 165,500 RSUs on March 31, 2022 to Dr. Liang (“**Dr. Liang’s 2022 March RSUs**”).

As disclosed in the Announcement, Dr. Liang’s 2022 March RSUs shall vest evenly on a monthly basis within four years from the grant date (i.e. March 31, 2022) provided that the first few tranches of RSUs to vest during the grant date (i.e. March 31, 2022) to May 5, 2022 (being the first half-year anniversary of the Listing Date) shall vest in one go in May 2022 (the “**Vesting Schedule**”).

The Board announces that, with the recommendation of the remuneration committee of the Company, in accordance with the RSU Scheme, it has resolved to amend the Vesting Schedule so that the unvested 134,468 Dr. Liang’s 2022 March RSUs as of January 31, 2023 shall vest quarterly thereafter equally until March 31, 2026. The Board believes that the amendment to the Vesting Schedule will lift internal administrative burden, and is in the best interest of the Company and the Shareholder as a whole. Save for the amendment to the Vesting Schedule, all other terms and conditions for Dr. Liang’s 2022 March RSUs remain unchanged.

3. AMENDMENT TO THE TRUST DEED

Pursuant to the Trust Deed, Mr. Joshua Liang is entitled to exercise the voting rights attached to the Shares held by Super Novel.

Pursuant to Rule 17.05A of the amended Listing Rules that will take effect from January 1, 2023, the trustee holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. For the purpose of complying with the amended Listing Rules, on December 15, 2022, the Company, Core Trust and Super Novel executed a deed of amendment (the "**Amendment Deed**"), pursuant to which the voting rights attached to the Shares held by Super Novel shall not be exercised unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. Following the execution of the Amendment Deed, Mr. Joshua Liang has ceased to be entitled to exercise the voting rights attached the Shares held by Super Novel.

DEFINITIONS

"Announcement"	the announcement of the Company dated March 31, 2022
"associate(s)"	has the meaning ascribed to it by the Listing Rules
"Board"	the board of Directors
"Business Day"	a day banks in Hong Kong are generally open for normal banking business to the public and is not a Saturday, Sunday or public holiday in Hong Kong
"Company"	Clover Biopharmaceuticals, Ltd. (三葉草生物製藥有限公司), an exempted company incorporated in the Cayman Islands on October 31, 2018
"connected person"	has the meaning ascribed to it under the Listing Rules
"Core Trust"	Core Trust Company Limited, the trustee for the RSU Scheme
"Directors"	the directors of the Company
"Dr. Liang"	Dr. Peng LIANG, the founder, an executive Director and the chairman of the Board
"Grant of Options"	the grant of an aggregate of 5,732,500 Options to 46 Option Grantees in accordance with the terms of the Post-IPO Share Option Plan
"Grant of RSUs"	the grant of an aggregate of 1,687,000 RSUs to 35 RSU Grantees in accordance with the terms of the RSU Scheme

“Grant Date”	December 15, 2022
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Joshua Liang”	Mr. Joshua G LIANG, an executive Director and the chief executive officer of our Company
“Listing Date”	November 5, 2021
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	rights to subscribe for Shares which were granted under the Post-IPO Share Option Plan
“Option Grantee(s)”	the person(s) who were granted Options in accordance with the Post-IPO Share Option Plan on the Grant Date
“Post-IPO Share Option Plan”	the post-IPO share option scheme adopted by the Company on September 26, 2021
“RSU”	restricted share unit
“RSU Grantee(s)”	the person(s) who were granted RSUs in accordance with the RSU Scheme on the Grant Date
“RSU Scheme”	the restricted share units scheme adopted by the Company on April 15, 2021 and amended on September 26, 2021
“Shareholder(s)”	holder(s) of shares in the Company
“Shares”	shares in the share capital of the Company, with a nominal value of US\$0.0001 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Super Novel”	SUPER NOVEL INTERNATIONAL LIMITED, a BVI company which holds the Shares underlying the awards under the RSU Scheme

“Trust Deed”

A trust deed executed by the Company, Core Trust and Super Novel
on June 21, 2021

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

Shanghai, PRC, December 16, 2022

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