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CANbridge Pharmaceuticals Inc.
北海康成製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1228)

GRANT OF SHARE OPTIONS AND RESTRICTED SHARE UNITS

This announcement is made by CANbridge Pharmaceuticals Inc. (the “**Company**”). On April 9, 2024, the Company granted a total of 2,700,000 Share Options to two Option Grantees under the Post-IPO Share Option Scheme and a total of 2,700,000 RSUs to two RSU Grantees under the Post-IPO RSU Scheme.

GRANT OF SHARE OPTIONS

On April 9, 2024, the Company granted a total of 2,700,000 Share Options to two Option Grantees under the Post-IPO Share Option Scheme, subject to acceptance of the Option Grantees.

Details of the grant of the Share Options are set out below:

Date of Grant:	April 9, 2024
Number of Option Grantees:	Two, of which one is Connected Option Grantee and the other is Non-connected Option Grantee
Total number of the Share Options granted:	2,700,000
Total number of the Shares to be issued upon exercise of the Share Options in full:	2,700,000 (representing approximately 0.6355% of the issued share capital of the Company as of the date of this announcement)
Closing price of the Shares on the Date of Grant:	HK\$0.315
Exercise price of the Options granted:	HK\$0.315 per Share, representing the highest of: (a) the closing price of HK\$0.315 per Share as stated in the daily quotation sheet of the Stock Exchange on the Date of Grant;

- (b) the average closing price of HK\$0.303 per Share as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- (c) the nominal value of US\$0.00001 per Share.

Validity period of the Share Options: 10 years from Date of Grant, i.e., from April 9, 2024 to April 8, 2034

Vesting period and performance targets of the Share Options: The vesting of the Share Options is subject to the following vesting schedules and/or performance targets:

Vesting schedule

25% of the Share Options shall vest on the first anniversary of the Date of Grant (the “**First Vesting Date**”) and the remaining 75% of the Share Options shall vest on a monthly basis within thirty-six (36) months from the First Vesting Date.

Performance targets

- (a) The Option Grantee’s result of the year-end performance review being above the “passed” level as determined pursuant to the Group’s performance review policy; and/or
- (b) the achievement or attainment of certain milestones or performance targets relating to the Group.

It is possible for Share Options that are subject to the achievement or attainment of certain milestones or performance targets relating to the Group to be vested within twelve (12) months from the Date of Grant if such milestones or performance targets are achieved or attained during such period, which are appropriate and necessary to motivate the employees and management of the Group to achieve and attain the milestones and targets set by the Board.

Clawback mechanism: In the event the year-end performance review of any Option Grantee is determined as unqualified, the portion of the Share Options intended for vesting for the twelve (12) months immediately prior to the scheduled vesting shall not be vested and such portion of the Share Options available for exercise by such Option Grantee shall be forfeited.

GRANT OF RSUS

On April 9, 2024, the Company granted a total of 2,700,000 RSUs to two RSU Grantees under the Post-IPO RSU Scheme, subject to acceptance of the RSU Grantees.

Details of the grant of the RSUs are set out below:

Date of Grant:	April 9, 2024
Number of RSU Grantees:	Two, of which one is Connected RSU Grantee and the other is Non-connected RSU Grantee
Total number of the RSUs granted:	2,700,000
Total number of underlying Shares pursuant to the RSUs granted:	2,700,000 (representing approximately 0.6355% of the issued share capital of the Company as of the date of this announcement)
Purchase price of the RSUs granted:	Nil
Closing price of the Shares on the Date of Grant:	HK\$0.315
Vesting period and performance targets of the RSUs:	<p>The vesting of the RSUs is subject to the following vesting schedules and/or performance targets:</p> <p><i>Vesting schedule</i></p> <p>25% of the RSUs shall vest on the First Vesting Date and the remaining 75% of the RSUs shall vest on a monthly basis within thirty-six (36) months from the First Vesting Date.</p> <p><i>Performance targets</i></p> <p>(a) The RSU Grantee's result of the year-end performance review being above the "passed" level as determined pursuant to the Group's performance review policy; and/or</p> <p>(b) the achievement or attainment of certain milestones or performance targets relating to the Group.</p>

It is possible for RSUs that are subject to the achievement or attainment of certain milestones or performance targets relating to the Group to be vested within twelve (12) months from the Date of Grant if such milestones or performance targets are achieved or attained during such period, which are appropriate and necessary to motivate the employees and management of the Group to achieve and attain the milestones and targets set by the Board.

Clawback mechanism: In the event the year-end performance review of any RSU Grantee is determined as unqualified, the portion of the RSUs intended for vesting for the twelve (12) months immediately prior to the scheduled vesting shall not be vested and such portion of the RSUs available for exercise by such RSU Grantee shall be forfeited.

LISTING RULES IMPLICATIONS

Among the Share Options granted by the Company to the Options Grantees, 1,800,000 Share Options are granted to Dr. James Qun Xue, the chairman of the Board, an executive Director and the chief executive officer of the Company, and hence, a connected person of the Company and a Connected Option Grantee. The grant of Share Options to Dr. Xue was approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. Dr. Xue had abstained from voting on the resolution relating to the Share Options granted to himself and had not been counted towards the quorum of the Board meeting in respect of such resolution.

Among the RSUs granted by the Company to the RSU Grantees, 1,800,000 RSUs are granted to Dr. Xue. The grant of RSUs to Dr. Xue was approved by the independent non-executive Directors. Dr. Xue had abstained from voting on the resolutions relating to the RSUs granted to himself and had not been counted towards the quorum of the Board meeting in respect of such resolutions. The granting of RSUs to Dr. Xue under the Post-IPO RSU Scheme will be in the form of existing Shares purchased by Computershare Hong Kong Trustees Limited, the trustee of the Post-IPO RSU Scheme, from the market. Such granting will form part of Dr. Xue's remuneration package under his service contract and therefore, will be exempt from the reporting, announcement and independent shareholders' approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules.

The Grantees are employees of the Group. Save as disclosed above, none of the Grantees is (i) a Director, chief executive, or substantial shareholder of the Company, or an associate of any of them; (ii) a participant with options and awards granted and to be granted (excluding any options and awards lapsed in accordance with the terms of the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme) in the 12-month period up to and including the Date of Grant representing in aggregate over 1% of the issued Shares; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate the purchase of Shares under the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANTS

Following the grant of the above Shares Options and the RSUs, 14,905,092 and 7,801,046 Shares are available for future grants under the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme, respectively.

DEFINITIONS

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of directors of the Company
“Company”	CANbridge Pharmaceuticals Inc. (北海康成製藥有限公司) (stock code: 1228), an exempted company incorporated in the Cayman Islands with limited liability on January 30, 2018, the shares of which are listed on the Main Board of the Stock Exchange
“Connected Option Grantee”	the Option Grantee who is an employee of the Group and is a connected person of the Company under the Listing Rules
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Connected RSU Grantee”	the RSU Grantee who is an employee of the Group and is a connected person of the Company under the Listing Rules
“Date of Grant”	April 9, 2024
“Director(s)”	director(s) of the Company
“Dr. Xue”	Dr. James Qun Xue
“Grantee(s)”	Option Grantee(s) and RSU Grantee(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

“Non-connected Option Grantee”	the Option Grantee who is an employee of the Group and is not a connected person of the Company under the Listing Rules
“Non-connected RSU Grantee”	the RSU Grantee who is an employee of the Group and is not a connected person of the Company under the Listing Rules
“Option Grantee(s)”	grantees who were granted Share Options under the Post-IPO Share Option Scheme on the Date of Grant
“Post-IPO Share Option Scheme”	the share option scheme approved and adopted by the Company on November 18, 2021
“Post-IPO RSU Scheme”	the share award scheme approved and adopted by the Company on November 18, 2021
“RSU(s)”	restricted share unit(s) granted under the Post-IPO RSU Scheme
“RSU Grantee(s)”	grantees who were granted RSUs under the Post-IPO RSU Scheme on the Date of Grant
“Shares”	ordinary share(s) in the share capital of the Company, each with a par value of US\$0.00001
“Share Option(s)”	share option(s) granted under the Post-IPO Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules

By Order of the Board
CANbridge Pharmaceuticals Inc.
 北海康成製藥有限公司
Dr. James Qun Xue
Chairman

Hong Kong, April 9, 2024

As of the date of this announcement, the Board comprises Dr. James Qun Xue as Chairman and executive Director, Dr. Kan Chen and Mr. Edward Hu as non-executive Directors, and Dr. Richard James Gregory, Mr. James Arthur Geraghty, Mr. Peng Kuan Chan and Dr. Lan Hu as independent non-executive Directors.