
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.

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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**

The notice convening the Annual General Meeting of SINOMAB BIOSCIENCE LIMITED to be held at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 15 June 2020 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting 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 before the time fixed for holding for the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 13 June 2020 (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 Annual General Meeting 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 (<http://www.hkexnews.hk>) and the Company (<http://www.sinomab.com>).

27 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 15 June 2020 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 28 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
“Concert Group”	Skytech Technology, Forbest Capital, Dr. Kwan Yin SIU, Dr. Ming Hon YAU, Dr. Ka Wa Benny CHEUNG, Mr. Kwan Yeung LEE, Ms. Chau Yin Janet TSUI and Mr. Guolin XU
“Concert Party Agreement”	the agreement entered into among the Concert Group on 30 October 2017, pursuant to which the Concert Group has undertaken to, among other things, vote unanimously for any resolutions proposed at Board meetings and Shareholder meetings (as applicable) of the Company and has confirmed that its members have acted in concert in respect of their equity interests in the Company since the date they joined the Company as a shareholder or director (as applicable) and up until the end of three years after the listing of the Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Dr. Leung, Skytech Technology, Ms. Huiman TIAN, Mr. Kang WENG, Forbest Capital, For Best Holding, Ms. Chau Yin Janet TSUI, Dr. Ming Hon YAU, Dr. Kwan Yin SIU, Dr. Ka Wa Benny CHEUNG, Mr. Kwan Yeung LEE and Mr. Guolin XU
“Director(s)”	the director(s) of the Company
“Dr. Leung”	Dr. Shui On LEUNG (梁瑞安), the chairman of our Board, the executive Director, our chief executive officer and one of our Controlling Shareholders
“Forbest Capital”	Forbest Capital Investment Group Limited (致譽投資集團有限公司), a limited company incorporated in the British Virgin Islands on 5 January 2011 and wholly-owned by For Best Holding, one of our Controlling Shareholders
“For Best Holding”	For Best Holding Capital Group Investment Inc., a limited company incorporated in the British Virgin Islands on 17 May 2019 and owned by Ms. Huimin TIAN and Mr. Kang WENG as to 90% and 10%, respectively, one of our Controlling Shareholders
“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 the Annual General Meeting which is set out on pages 24 to 28 of this circular
“Latest Practicable Date”	17 April 2020, 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
“R&D”	research and development
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“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) of HK\$0.01 each 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 the Annual General Meeting which is set out on pages 24 to 28 of this circular
“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. Leung, one of our Controlling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers approved 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 Directors:

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

Mr. Jing QIANG (*President*)

Registered Office:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

Non-executive Directors:

Ms. Wenyi LIU

Dr. Haigang CHEN

Mr. Senlin LIU

Mr. Huiyuan MA

Mr. Xun DONG

Independent Non-executive Directors:

Mr. Dylan Carlo TINKER

Mr. Michael James Connolly HOGAN

Mr. Ping Cho Terence HON

Mr. George William Hunter CAUTHERLEY

27 April 2020

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 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 15 June 2020.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 111(a) of the Articles of Association, Dr. Leung, Ms. Wenyi LIU, Dr. Haigang CHEN and Mr. Senlin LIU shall retire from office at the Annual General Meeting by rotation. In addition, Mr. Jing QIANG, Mr. Huiyuan MA, Mr. Xun DONG, Mr. Dylan Carlo TINKER, Mr. Michael James Connolly HOGAN, Mr. Ping Cho Terence HON and Mr. George William Hunter CAUTHERLEY who have been appointed by the Board during the year 2019 shall hold office until the Annual General Meeting pursuant to Article 110 of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Rule 13.74 of the Listing Rules, details of the Directors proposed for re-election at the Annual General Meeting 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 retiring 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. Each of the independent non-executive Directors has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has recommended to the Board on re-election of all the retiring Directors including the independent non-executive Directors, namely Mr. Dylan Carlo TINKER, Mr. Michael James Connolly HOGAN, Mr. Ping Cho Terence HON and Mr. George William Hunter CAUTHERLEY, who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Separate resolutions will be proposed at the Annual General Meeting to re-elect Dr. Leung and Mr. Jing QIANG as executive Directors, Ms. Wenyi LIU, Dr. Haigang CHEN, Mr. Senlin LIU, Mr. Huiyuan MA and Mr. Xun DONG as non-executive Directors, and Mr. Dylan Carlo TINKER, Mr. Michael James Connolly HOGAN, Mr. Ping Cho Terence HON and Mr. George William Hunter CAUTHERLEY as independent non-executive Directors.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to resolutions in writing of all Shareholders passed on 18 October 2019, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting 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 the Annual General Meeting (i.e. a total of 100,624,040 Shares on the basis

LETTER FROM THE BOARD

that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). 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

Pursuant to resolutions in writing of all Shareholders passed on 18 October 2019, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting 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 the Annual General Meeting (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 Annual General Meeting). 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 Annual General Meeting as set out in item 6 of the notice of the Annual General Meeting.

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

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 24 to 28 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 Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<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,

LETTER FROM THE BOARD

Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 13 June 2020 (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 Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring 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 Annual General Meeting.

Yours faithfully,

For and on behalf of the Board
SINOMAB BIOSCIENCE LIMITED
Dr. Shui On LEUNG
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Dr. Shui On LEUNG (梁瑞安)

Dr. Shui On LEUNG (梁瑞安), aged 60, 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 has nearly 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 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). Dr. Leung was also an adjunct professor of the Army Medical University (中國人民解放軍陸軍軍醫大學, formerly the Third Military Medical University (中國人民解放軍第三軍醫大學), 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). 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 1990.

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 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. For the year ended 31 December 2019, Dr. Leung received a total remuneration of RMB2,964,000 comprising salaries, bonuses, allowances and benefits in kind and pension scheme contributions.

As at the Latest Practicable Date, Dr. Leung had or was deemed to have interests in 389,469,200 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.

(2) Mr. Jing QIANG (強靜)

Mr. Jing QIANG (強靜), aged 37, was appointed as an executive Director on 23 December 2019. Mr. Qiang has served as the president of the Company since March 2018 and is primarily responsible for strategic planning and investments.

Mr. Qiang has over nine years of experience in the field of medicine and healthcare related research and investment. Mr. Qiang has served as the chairman of Suzhou Sinovent Pharmaceutical Technology Co., Ltd. (蘇州信諾維醫藥科技有限公司). Prior to that, Mr. Qiang worked at China International Capital Corporation Limited (Stock Exchange: 3908) from July 2010 to March 2018, where he held the position of managing director when he left. During his term with China International Capital Corporation Limited, Mr. Qiang won Asiamoney's best research coverage in healthcare in 2014 to 2017 and was ranked top three in healthcare by the 2015-2017 China Research Team of Institutional Investor.

Mr. Qiang obtained his bachelor's degree in pharmacy from Shanghai Jiao Tong University, China (上海交通大學) in July 2005 and his master's degree in finance from Fudan University, China (復旦大學) in June 2010. Mr. Qiang completed the High Impact Cancer Research (HI-CR) Program of Harvard Medical School in the United States in 2019.

Mr. Qiang was qualified as a Chartered Financial Analyst by the CFA Institute in September 2011 and as a Financial Risk Manager by the Global Association of Risk Professionals in April 2009.

Save as disclosed above, Mr. Qiang 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. Qiang is the spouse of Ms. Wenyi LIU, a non-executive Director of the Company. Save as disclosed herein, Mr. Qiang does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Qiang 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 23 December 2019, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Qiang is not entitled to any fees for being an executive Director.

As at the Latest Practicable Date, Mr. Qiang was deemed to have interests in 212,889,400 Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Qiang 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. Qiang 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 33, 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 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).

* For identification purposes only

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 (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, an executive Director. 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 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 212,889,400 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. Haigang CHEN (陳海剛)

Dr. Haigang CHEN (陳海剛), aged 37, was appointed as a Director in August 2017 and subsequently designated as a non-executive Director in June 2019. Dr. Chen is primarily responsible for providing overall guidance on business and strategic development of our Group based on his work experience, professional background and expertise.

Dr. Chen has nearly 10 years of investment experience in the pharmaceutical industry. He has served as an investment director of Shanghai Yueyi Investment Center (Limited Partnership)* (上海月溢投資中心(有限合夥)), 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)), one of our Pre-IPO Investors and our Shareholders, since September 2016. Prior to that, Dr. Chen served as an analyst at Beijing Shennong Investment Management Co., Ltd.* (北京

* For identification purposes only

神農投資管理股份有限公司) from December 2015 to August 2016. In September 2013, Dr. Chen started working at China International Capital Corporation Limited (中國國際金融股份有限公司, Stock Exchange: 3908), and was holding the position of vice president of its research department when he left such employment in December 2015. From April 2011 to August 2013, Dr. Chen served as a senior manager at CITIC Securities Company Limited (中信證券股份有限公司, Stock Exchange: 6030). From May 2010 to April 2011, Dr. Chen served as an analyst at Guizhou Huachuang Securities Broker Co., Ltd.* (華創證券有限責任公司).

Dr. Chen earned his Medical Doctor degree in clinical medicine from Peking Union Medical College (北京協和醫學院) in July 2009. He obtained the securities qualification certificate issued by the Securities Association of China in June 2015.

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

Dr. Chen 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 the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Chen is not entitled to any fees for being a non-executive Director.

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

* For identification purposes only

(5) Mr. Senlin LIU (劉森林)

Mr. Senlin LIU (劉森林), aged 34, was appointed as a Director in February 2019 and subsequently designated as a non-executive Director in June 2019. Mr. Liu 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. Liu has over 10 years of experience in corporate finance and investment. Mr. Liu has served at China International Capital Corporation Limited (Stock Exchange: 3908) since December 2011. Mr. Liu currently serves as an executive director of CICC Capital Management Co., Ltd.* (中金資本運營有限公司), a subsidiary of China International Capital Corporation Limited.

Mr. Liu obtained a bachelor's degree in biomedical engineering and a master's degree in management science and engineering from Tsinghua University, China in July 2006 and July 2008, respectively.

Save as disclosed above, Mr. 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.

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

Mr. Liu 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 the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Liu is not entitled to any fees for being a non-executive Director.

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

* For identification purposes only

(6) Mr. Huiyuan MA (馬慧淵)

Mr. Huiyuan MA (馬慧淵), aged 57, was appointed as a Director in April 2019 and subsequently designated as a non-executive Director in June 2019. Mr. Ma 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. Ma has more than 20 years of experience in investment. He has served as a general manager at Bonaze (Beijing) Investment Co., Ltd.* (博納澤(北京)投資有限公司) since January 2006. From July 1986 to August 1996, Mr. Ma worked at the then Department of Policy and Regulation of the Ministry of Machinery and Electronic Industry of the People's Republic of China (中華人民共和國機械電子工業部政策法規司).

Mr. Ma obtained his bachelor's degree in flight vehicle engineering from Nanjing University of Science and Technology, China (南京理工大學) (formerly known as East China Institute of Technology (華東工學院)) in July 1986.

Save as disclosed above, Mr. Ma 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. Ma is the spouse of Ms. Huimin TIAN (田惠敏), one of the Controlling Shareholders. Save as disclosed herein, Mr. Ma does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Ma 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 the Listing Date, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Ma is not entitled to any fees for being a non-executive Director.

As at the Latest Practicable Date, Mr. Ma was deemed to have an interest in 389,469,200 Shares pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr. Ma 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. Ma that need to be brought to the attention of the Shareholders.

* For identification purposes only

(7) Mr. Xun DONG (董汛)

Mr. Dong (董汛), aged 45, was appointed as a non-executive Director on 23 December 2019. Mr. Dong has over 20 years of experience in the pharmaceutical industry. Between 1996 and 2004, Mr. Dong worked for Yunnan Baiyao Group Co., Ltd (雲南白藥集團股份有限公司) (“**Baiyao Group**”). The shares of Baiyao Group are listed on the Shenzhen Stock Exchange (stock code: 000538), and it is one of the 10 Key Large Enterprises in Yunnan Province (雲南省十戶重點大型企業), one of Top 100 Enterprises in Yunnan Province (雲南省百強企業) and one of the first national innovative enterprise. Baiyao Group operates through four segments, namely pharmaceuticals, health products, Chinese medicine resources and pharmaceutical logistics, and is principally engaged in chemical raw material, chemico-pharmaceutical preparations, proprietary Chinese medicines, Chinese medicinal material and biologic products. During the said employment, he rose through the ranks and held the position of assistant department manager before his departure from Baiyao Group to further his education. He re-joined Baiyao Group in 2006 as a vice president of sales of the native medicine division, and has held various positions since then. Since 2018, Mr. Dong has been holding the positions of director of Yunnan institute of materia medica (formerly known as Yunnan institute of medicine), director of the office of the strategic committee of Baiyao Group and general manager of the innovative research and development centre of Baiyao Group.

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

Mr. Dong 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 23 December 2019, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Dong is not entitled to any fees for being a non-executive Director.

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

(8) Mr. Dylan Carlo TINKER

Mr. Dylan Carlo TINKER, aged 51, was appointed as an independent non-executive Director on 18 October 2019 (with effect from 31 October 2019). Mr. Tinker is also a member of the Audit Committee and the Nomination Committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Tinker has over 25 years of experience in investment banking and capital raising transactions in the field of telecommunications, media and technology in Asia and has held senior positions in equity research, corporate finance and fund management. Mr. Tinker is currently the Chief Executive Officer of AsiaTech Capital Advisors Pte Ltd in Singapore. Previously, Mr. Tinker served as a Managing Director in Technology Banking and the head of telecommunications, media and technology, at Avista Advisory Partners Pte Ltd in Singapore from 2017 to 2018. From 2012 to 2015, Mr. Tinker served as a Portfolio Manager at OCP Asia Capital in Singapore. Between 2000 to 2005, Mr. Tinker served as the Head of Asian Telecom equity research at UBS Investment Bank in Hong Kong. From 1993 to 1999, Mr. Tinker served as the Head of Asian Telecom equity research at Jardine Fleming (currently known as JP Morgan).

Mr. Tinker obtained a B.A. from American University, School of International Service in 1991, with a joint degree in Economics and International Relations. Mr. Tinker attended graduate school at the Paul H. Nitze School of Advanced International Studies (SAIS) of Johns Hopkins University in Washington, D.C., the United States from 1991 to 1993.

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

Mr. Tinker 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 retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Tinker is entitled to an annual director's fee of HK\$250,000.

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

(9) Mr. Michael James Connolly HOGAN (何灝勤)

Mr. Michael James Connolly HOGAN (何灝勤), aged 55, was appointed as an independent non-executive Director on 18 October 2019 (with effect from 31 October 2019). Mr. Hogan 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 providing independent judgment to the Board and ensuring a high standard of overall governance.

Mr. Hogan has over 30 years of experience in international banking with a particular bias towards wholesale banking, corporate banking, credit and lending, transaction banking, and debt capital markets. Mr. Hogan joined HSBC in 1987 and, after having lived and worked in Asia Pacific, the Middle East, Europe and the U.S. during the course of his career, retired in July 2019. Having been based in Sydney, Australia, from 2011 where he served as the country head of commercial banking for HSBC Australia, he transferred to Hong Kong in August 2016 as the regional chief operating officer for commercial banking Asia-Pacific. His final role with HSBC was the regional head of strategic growth for commercial banking Asia-Pacific which he carried out on an interim basis from October 2018.

Mr. Hogan obtained a bachelor of commerce degree from National University of Ireland in 1987.

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

Mr. Hogan 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 retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Hogan is entitled to an annual director's fee of HK\$250,000.

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

(10) Mr. Ping Cho Terence HON (韓炳祖)

Mr. Ping Cho Terence HON (韓炳祖), aged 60, 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 34 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 Exchange: 520), a company listed on the Main Board of the Stock Exchange, Jimu Group Limited (Stock Exchange: 8187), a company listed on the Growth Enterprise Market of the Stock Exchange, 361 Degrees International Limited (Stock Exchange: 1361), a company listed on the Main Board of the Stock Exchange and Daphne International Holdings Limited (Stock Exchange: 210), a company listed on the Main Board of the Stock Exchange, since November 2014, December 2017, May 2019 and September 2019, respectively. He was previously the chief financial officer and company secretary of DTXS Silk Road Investment Holdings Company Limited (Stock Exchange: 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 Exchange: 720) as chief financial officer and company secretary between December 2013 and April 2016, China Dongxiang (Group) Co., Ltd. (Stock Exchange: 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 Exchange: 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 section, 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 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 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\$250,000.

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.

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.

(11) Mr. George William Hunter CAUTHERLEY

Mr. George William Hunter CAUTHERLEY, aged 77, was appointed as an independent non-executive Director on 23 December 2019. He is a member of the Audit Committee of the Company. Mr. Cautherley has 55 years of experience of distributing a wide range of medical products and pharmaceuticals in Hong Kong, China and South East Asian countries and for the past 40 years through companies of which he has been CEO and substantive shareholder. For almost 20 years his principal business groups have also been involved in manufacturing medical devices and pharmaceuticals in China. In addition to his core business interests, Mr. Cautherley has been an investor in a number of biotechnology start-up/early stage enterprises in Europe and Hong Kong and has served on the boards of several of these companies. Mr. Cautherley was awarded an Honorary Doctorate of Business Administration by Edinburgh Napier University, United Kingdom and the holder of the award of Office of the British Empire (OBE) conferred by Queens Elizabeth II of the United Kingdom.

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

Mr. Cautherley entered into a service contract 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 23 December 2019, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Cautherley is entitled to an annual director's fee of HK\$250,000.

As at the Latest Practicable Date, Mr. Cautherley 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. Cautherley 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. Cautherley 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 Annual General Meeting 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 the Annual General Meeting 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 Annual General Meeting, 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 Annual General Meeting.

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 2019) 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 during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
November 2019 (<i>since the Listing Date</i>)	7.30	4.25
December 2019	4.30	3.54
January 2020	4.68	3.54
February 2020	4.37	3.42
March 2020	3.45	2.40
April 2020 (<i>up to the Latest Practicable Date</i>)	3.57	2.84

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.

To the best knowledge of the Company, as at the Latest Practicable Date, the Controlling Shareholders, by virtue of the Concert Party Agreement, were collectively interested in and regarded as having control the exercise of voting rights of 389,469,200 Shares representing approximately 38.71% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of the Controlling Shareholders acting in concert would be increased to approximately 43.01% of the issued share capital of the Company.

The Directors consider that such increase in shareholding 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 period from the Listing Date to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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, 15 June 2020 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 auditors for the year ended 31 December 2019.
- 2(a). To re-elect Dr. Shui On LEUNG as an executive director of the Company;
- 2(b). To re-elect Mr. Jing QIANG 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. Haigang CHEN as a non-executive director of the Company;
- 2(e). To re-elect Mr. Senlin LIU as a non-executive director of the Company;
- 2(f). To re-elect Mr. Huiyuan MA as a non-executive director of the Company;
- 2(g). To re-elect Mr. Xun DONG as a non-executive director of the Company;
- 2(h). To re-elect Mr. Dylan Carlo TINKER as an independent non-executive director of the Company;
- 2(i). To re-elect Mr. Michael James Connolly HOGAN as an independent non-executive director of the Company;
- 2(j). To re-elect Mr. Ping Cho Terence HON as an independent non-executive director of the Company;
- 2(k). To re-elect Mr. George William Hunter CAUTHERLEY as an independent non-executive director of the Company; and
- 2(l). To authorise the board of directors to fix the respective directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix their remuneration.
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

NOTICE OF ANNUAL GENERAL MEETING

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;

- (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

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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).”

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
Chairman

Hong Kong, 27 April 2020

NOTICE OF ANNUAL GENERAL MEETING

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 before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Saturday, 13 June 2020 (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, 10 June 2020 to Monday, 15 June 2020, 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, 9 June 2020.
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, 15 June 2020, the Annual General Meeting will not be held on 15 June 2020 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.