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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of SinoMab BioScience Limited (the “**Company**”) will be held at Theater R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 February 2021 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTION

“**THAT:**

- (a) the convertible bonds subscription agreement (the “**Subscription Agreement**”) dated 22 December 2020 entered into between the Company and Haiyao International Group Limited in relation to the Company’s proposed issue of convertible bonds in the aggregate principal amount of HK\$100,000,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement, marked as “A” and signed by the Chairman of the meeting for the purpose of identification, was produced to the meeting) and the transactions contemplated thereunder, and the specific mandate to allot and issue the conversion shares upon an exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”), be and are hereby approved, confirmed and ratified; and
- (b) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to take any action and execute (and, if necessary, affix the common seal of the Company, in accordance with the articles of association of the Company) such other documents as he/she/they consider(s) necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.”

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

Executive Director, Chairman and Chief Executive Director

Hong Kong, 27 January 2021

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 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/she is the holder of two or more shares, more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder 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/her.
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 Wednesday, 17 February 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder 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 Friday, 12 February 2021 to Friday, 19 February 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 Thursday, 11 February 2021.
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 Friday, 19 February 2021, the EGM will not be held on 19 February 2021 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders may contact Customer Service Hotline of Computershare Hong Kong Investor Services Limited at (852) 2862 8555 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
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, Mr. Huiyuan MA and Mr. Jing QIANG, and the independent non-executive directors of the Company are Mr. George William Hunter CAUTHERLEY, Mr. Michael James Connolly HOGAN, Mr. Ping Cho Terence HON and Mr. Dylan Carlo TINKER.