SINOMAB

SinoMab BioScience Limited
中國抗體製藥有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 3681)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 JUNE 2025, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND RE-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES

References are made to (i) the circular (the "**Circular**") and the notice of annual general meeting (the "**Notice of 2025 AGM**") of SinoMab BioScience Limited (the "**Company**") both dated 25 April 2025; and (ii) the announcements of the Company dated 9 June 2025 and 11 June 2025. Unless the content otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE 2025 AGM

At the 2025 AGM, save as the resolution numbered 2(d) which has been withdrawn, all the proposed resolutions as set out in the Notice of 2025 AGM were taken by poll (the "**Resolutions**"). All Directors attended the 2025 AGM in person or by electronic means.

As at the date of the 2025 AGM, the total number of shares of the Company in issue was 1,204,565,936 shares.

The total number of shares of the Company entitling the holders to attend and vote on the Resolutions at the 2025 AGM was 1,204,565,936 shares. As at the date of the 2025 AGM, the Company did not hold any treasury shares (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) or repurchased shares pending cancellation. No shareholders of the Company were required under the Listing Rules to abstain from voting on any of the Resolutions at the 2025 AGM. None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2025 AGM. There were no Shareholders, who, pursuant to Rule 13.40 of the Listing Rules, were required to attend and abstain from voting in favour of any of the Resolutions at the 2025 AGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll taken at the 2025 AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	**Against**
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 2024.	541,880,632 (100.000000%)	0 (0.000000%)
2(a).	To re-elect Mr. George William Hunter CAUTHERLEY as an independent non-executive director of the Company.	458,189,931 (84.555510%)	83,690,701 (15.444490%)
2(b).	To re-elect Dr. Haigang CHEN as a non-executive director of the Company.	541,880,632 (100.000000%)	0 (0.000000%)
2(c).	To re-elect Mr. Xun DONG as a non-executive director of the Company.	541,880,632 (100.000000%)	0 (0.000000%)
2(d).	Not applicable.	Not applicable *(Note 2)*	Not applicable *(Note 2)*
2(e).	To re-elect Ms. Xiaosu WANG as a non-executive director of the Company.	541,880,632 (100.000000%)	0 (0.000000%)
2(f).	To authorise the board of directors to fix the respective directors' remuneration.	541,880,632 (100.000000%)	0 (0.000000%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to fix its remuneration.	541,880,632 (100.000000%)	0 (0.000000%)
4.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.	541,880,632 (100.000000%)	0 (0.000000%)
5.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of this resolution.	458,189,631 (84.555454%)	83,691,001 (15.444546%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company under the general mandate in Resolution (4).	458,189,631 (84.555454%)	83,691,001 (15.444546%)

Notes:

1. The full text of the above resolutions numbered 4 to 6 were set out in the Notice of 2025 AGM.

2. As explained in the announcement dated 9 June 2025 of the Company, the resolution numbered 2(d) was withdrawn and was not put forward for shareholder's approval at the 2025 AGM.

As a majority of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that Ms. Chi Sau Giselle LEE ("**Ms. Lee**") and Mr. Nan SHEN ("**Mr. Shen**") have been appointed as independent non-executive Directors and members of each of the audit committee and nomination committee (the "**Nomination Committee**") of the Company with effect from 30 June 2025.

Ms. Lee

The biographical details of Ms. Lee are set out as follows:

Ms. Chi Sau Giselle LEE, aged 54, has over 25 years of experience in asset management and financial services, with a distinguished career spanning roles in global financial institutions and advisory capacities.

Ms. Lee currently serves as an independent director and advisor in several institutions, including PeRK Advisory as an associate advisor, Asia Frontier Capital as an independent director and Habitat for Humanity as a fundraising committee member, offering guidance and strategic oversight on financial services, business development and governance.

Ms. Lee is also the founder of GLOHS, an organic skincare and health brand in Hong Kong. Before founding her own brand, she held senior positions at top-tier investment firms, including Barings Asset Management as a managing director and head of Asia from 2013 to 2016, Man Group as an executive director and head of sales, North Asia, from 2004 to 2012, and Deutsche Asset Management as a director and the head of office from 1998 to 2003.

Ms. Lee obtained a Master of Science degree in Industrial Relations and Personnel Management from the London School of Economics and an Honours Bachelor of Arts degree in Economics from the University of Manchester.

Ms. Lee will enter into a letter of appointment with the Company pursuant to which she will be appointed as an independent non-executive Director for an initial term of three years commencing from 30 June 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Lee will hold office until the first annual general meeting of the Company at which she will be subject to re-election in accordance with the Articles of Association. Pursuant to her letter of appointment, Ms. Lee will be entitled to receive a director's fee of HK$157,500 per annum, which has been approved by the Board based on the recommendation of the Remuneration Committee with reference to the Company's remuneration policy applicable to her position in the Group.

Save as disclosed above, Ms. Lee (i) does not hold any other position in the Group; (ii) has not held any directorship in any other publicly listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or their respective associates (as defined under the Listing Rules); and (iv) does not hold any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO. As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information relating to Ms. Lee that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the appointment of Ms. Lee that needs to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, Ms. Lee has confirmed that (i) she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) she does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is she related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the date of this announcement, there are no other factors that may affect her independence. Having considered all of the above, the Board considers Ms. Lee to be independent.

Mr. Shen

The biographical details of Mr. Shen are set out as follows:

Mr. Nan SHEN, aged 44, has over 20 years of experience in corporate finance, and venture investment.

Mr. Shen has served as a managing director at Sedgwick Yard, a venture capital firm specializing in early-stage investments in novel biotechnologies stemming from prestigious academic institutions globally, since September 2018. Based in Beijing and London, he oversees the firm's strategic direction and investment activities.

Prior to joining Sedgwick Yard, Mr. Shen worked in the investment banking divisions of several leading financial institutions, including Goldman Sachs and UBS, and primarily focused on financing and M&A transactions across the Greater China region and Asia-Pacific.

Mr. Shen holds a Bachelor of Arts (Honours) degree and a Master of Arts (Honours) degree in Economics from University of Cambridge, and a Master of Sciences (Honours) degree in Experimental & Translational Therapeutics from University of Oxford. Mr. Shen is licensed by the U.S. SEC (Series 7) and the Hong Kong Securities and Futures Commission (SFC).

Mr. Shen will enter into a letter of appointment with the Company pursuant to which he will be appointed as an independent non-executive Director for an initial term of three years commencing from 30 June 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Shen will hold office until the first annual general meeting of the Company at which he will be subject to re-election in accordance with the Articles of Association. Pursuant to his letter of appointment, Mr. Shen will be entitled to receive a director's fee of HK$157,500 per annum, which has been approved by the Board based on the recommendation of the remuneration committee of the Company with reference to the Company's remuneration policy applicable to his position in the Group.

Save as disclosed above, Mr. Shen (i) does not hold any other position in the Group; (ii) has not held any directorship in any other publicly listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or their respective associates (as defined under the Listing Rules); and (iv) does not hold any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO. As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information relating to Mr. Shen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning the appointment of Mr. Shen that needs to be brought to the attention of the shareholders of the Company.

As at the date of this announcement, Mr. Shen has confirmed that (i) he meets the independence guidelines as set out in Rule 3.13 of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is he related to any core connected persons (as defined in the Listing Rules) of the Company; and (iii) as at the date of this announcement, there are no other factors that may affect his independence. Having considered all of the above, the Board considers Mr. Shen to be independent.

Each of Ms. Lee and Mr. Shen has obtained legal advice referred to under Rule 3.09D of the Listing Rules and understood his/her obligations as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

The Board sincerely welcomes Ms. Lee and Mr. Shen to join the Group.

RE-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES

Upon the appointments of Ms. Lee and Mr. Shen as members of the Nomination Committee, the Company has re-complied with Rule 3.27A of the Listing Rules in respect of the requirement regarding establishing a nomination committee comprising a majority of independent non-executive directors.

By Order of the Board
SinoMab BioScience Limited
Dr. Shui On LEUNG
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 30 June 2025

As at the date of this announcement, 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, Ms. Xiaosu WANG and Dr. Jianmin ZHANG and the independent non-executive directors of the Company are Mr. George William Hunter CAUTHERLEY, Mr. Ping Cho Terence HON, Dr. Chi Ming LEE, Ms. Chi Sau Giselle LEE and Mr. Nan SHEN.