

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

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ELECTION OF A DIRECTOR  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the 2026 AGM of SinoMab BioScience Limited to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 12 June 2026 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the 2026 AGM, please complete and sign the enclosed form of proxy for use at the 2026 AGM 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 (excluding any part of a day that is a public holiday) before the time fixed for holding the 2026 AGM (i.e. not later than 10:00 a.m. on Wednesday, 10 June 2026 (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 2026 AGM 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sinomab.com](http://www.sinomab.com)).

**Please note that no refreshment or corporate souvenir will be provided at the 2026 AGM.**

28 April 2026

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## DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 12 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the Notice of 2026 AGM which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Apricot Entities”	Apricot Oversea Holdings Limited, West Biolake Holdings Limited, and Apricot BioScience Holdings, L.P., which directly or indirectly in aggregate hold more than 5% of the total number of Shares, and are ultimately controlled by Dr. Wenyi LIU
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“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
“Director(s)”	the director(s) of the Company
“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 or sell or transfer Treasury Shares of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2026 AGM which is set out on pages 17 to 21 of this circular

## DEFINITIONS

“Latest Practicable Date”	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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
“Notice of 2026 AGM”	the notice convening the 2026 AGM appended to this circular
“R&D”	research and development
“Retiring Directors”	those Directors who, as named under the section headed “Proposed Re-election of Retiring Directors” in the Letter from the Board contained in this circular, will retire at the 2026 AGM pursuant to the Articles of Association
“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) 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 (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2026 AGM which is set out on pages 17 to 21 of this circular
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission as amended, supplemented or otherwise modified from time to time

## DEFINITIONS

“Treasury Share(s)”

Share(s) repurchased and held by the Company in treasury (if any), as authorised by the laws of Hong Kong



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

*Executive Director:*

Dr. Shui On LEUNG

*(Chairman and Chief Executive Officer)*

*Non-executive Directors:*

Ms. Xiaosu WANG

Dr. Jianmin ZHANG

*Independent Non-executive Directors:*

Mr. George William Hunter CAUTHERLEY

Mr. Ping Cho Terence HON

Dr. Chi Ming LEE

Ms. Chi Sau Giselle LEE

Mr. Nan SHEN

*Registered Office:*

Units 303 and 305 to 307

No. 15 Science Park West Avenue

Hong Kong Science Park

Pak Shek Kok

New Territories

Hong Kong

28 April 2026

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**PROPOSED ELECTION OF A DIRECTOR**  
**AND**  
**PROPOSED GRANTING OF GENERAL MANDATES TO**  
**BUY BACK SHARES AND TO ISSUE SHARES**  
**AND**  
**NOTICE OF 2026 AGM**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2026 AGM to be held on 12 June 2026.

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 111(a) of the Articles of Association, Dr. Chi Ming LEE and Dr. Jianmin ZHANG will retire at the 2026 AGM. In addition, Ms. Chi Sau Giselle LEE and Mr. Nan SHEN who have been appointed by the Board after the 2025 annual general meeting shall hold office until the 2026 AGM pursuant to Article 110 of the Articles of Association. All of the above Retiring Directors are eligible for re-election at the 2026 AGM and will stand for re-election at the 2026 AGM.

The re-election of the Retiring Directors at the 2026 AGM will be for a term of three years and subject to re-appointment, re-election and retirement of their respective service contract/letters of appointment. Details of the Retiring Directors who will offer themselves for re-election, which are required to be disclosed pursuant to the Listing Rules, 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 biographical details, 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. The Nomination Committee of the Company has recommended to the Board on re-election of the Retiring Directors. The Company considers that Dr. Chi Ming LEE, Ms. Chi Sau Giselle LEE and Mr. Nan SHEN, the retiring independent non-executive Directors, are independent according to the independence guidelines set out in the Listing Rules and the Retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

### 3. PROPOSED ELECTION OF A DIRECTOR

On 15 April 2026, the Company received from its Shareholders Apricot Entities, holding in aggregate more than 5% of the total number of Shares, a written notice in relation to their nomination of Ms. Lei XUE (“**Ms. Xue**”) as a non-executive Director for election at the 2026 AGM. Ms. Xue has given a written notice to the Company indicating her willingness to accept the nomination and stand for election.

According to the Articles of Association, the appointment is subject to the approval of the Shareholders. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the 2026 AGM to approve the election of Ms. Xue a non-executive Director.

The Board therefore proposed to present a separate resolution at the 2026 AGM to elect Ms. Xue as a non-executive Director. The appointment of Ms. Xue as a non-executive Director will be subject to the Shareholders' approval at the 2026 AGM and, if so approved, will become effective provided that Ms. Xue has obtained legal advice as referred to Rule 3.09D of the Listing Rules. The term of office of Ms. Xue will commence at the date of the 2026 AGM for an initial term of three years, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Xue will not receive any remuneration from the Company for being a non-executive Director.

## LETTER FROM THE BOARD

Details of the above proposed Director who offers herself for election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 30 June 2025, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM 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 (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 4 of the Notice of 2026 AGM (i.e. a total of 138,663,833 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2026 AGM). 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 III to this circular.

#### **5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 30 June 2025, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or sell or transfer Treasury Shares of not exceeding 20% of the total number of Shares (excluding Treasury Shares) as at the date of the passing of the proposed ordinary resolution contained in item 5 of the Notice of 2026 AGM (i.e. a total of 277,327,667 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2026 AGM). 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 2026 AGM as set out in item 6 of the Notice of 2026 AGM.

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

#### **6. 2026 AGM AND PROXY ARRANGEMENT**

The Notice of 2026 AGM is set out on pages 17 to 21 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 2026 AGM in the manner prescribed under the Listing Rules.

## LETTER FROM THE BOARD

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sinomab.com](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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is public holiday) before the time appointed for the 2026 AGM (i.e. not later than 10:00 a.m. on Wednesday, 10 June 2026 (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 2026 AGM if you so wish.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of the Retiring Directors, election of a Director 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 2026 AGM.

Yours faithfully,  
For and on behalf of the Board  
**SinoMab BioScience Limited**  
**Dr. Shui On LEUNG**

*Executive Director, Chairman and Chief Executive Officer*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the 2026 AGM.*

**(1) Dr. Chi Ming LEE (李志明)**

Dr. Chi Ming LEE (李志明), aged 72, was appointed as an independent non-executive Director with effect from 15 June 2021. Dr. Lee 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 supervising and providing independent judgment to our Board and ensuring a high standard of overall governance. Dr. Lee has over 30 years of experience in academic and biopharmaceutical arena. Dr. Lee served as a director of the Office of Research and Knowledge Transfer Services at The Chinese University of Hong Kong from 2016 to 2020. Before the latest appointment mentioned above, Dr. Lee had held senior positions in various multinational pharmaceutical and biotechnology companies and academic institute between 1992 to 2013. His longest employment was with AstraZeneca with positions of an executive director of Translational Science in the areas of CNS and Pain Innovative Medicines in Sweden from 2011 to 2013, an executive director between 2007 to 2011, a director from 2004 to 2007 of Translational Science in the areas of CNS and Pain Control Research Area in the USA, and the global product director in CNS therapy area from 2002 to 2004 in Sweden. Prior with AstraZeneca, Dr. Lee had worked at Bayer Corporation between 1993 and 1998 and served as an associate director of the Institute for Dementia Research. From 1992 to 1993, Dr. Lee served as a senior group leader of Exploratory Neurodegeneration at Abbott Laboratories. Dr. Lee also served as a senior lecturer at the Department of Biochemistry, Faculty of Medicine of The Chinese University of Hong Kong from 1982 to 1992. Dr. Lee has extensive experience in working at the interface of R&D, developing global drug discovery strategy, forming collaborative joint ventures, evaluating licensing opportunities and facilitating strategic alignment of the tasks and goals of the discovery and development functions. Dr. Lee has been actively engaged in promoting scientific activities. He was an active member of the FNIH Biomarker Consortium Neuroscience Steering Committee, the European Innovative Medicine Initiative (IMI) on NEWMEDS and the Institute of Medicine (IOM) Neuroforum, which focus on biomarkers and translational R&D for CNS diseases. Dr. Lee was a director of Ever East Consultants Limited, a company incorporated in Hong Kong with its nature of business as provision of consulting services in translational drug discovery and development, which was dissolved by deregistration on 19 March 2021 under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Dr. Lee received his Ph.D. from Cambridge University and did his post-doctoral training at John Hopkins University.

Save as disclosed above, Dr. Lee did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

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

Dr. Lee 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 15 June 2021, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Lee is entitled to an annual director's fee of HK\$315,000.

As at the Latest Practicable Date, Dr. Lee did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

The Company has received from Dr. Lee his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Dr. Lee is independent.

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

**(2) Dr. Jianmin ZHANG (張健民)**

Dr. Jianmin ZHANG (張健民), aged 48, was appointed as a non-executive Director with effect from 6 September 2023. Dr. Zhang is primarily responsible for providing overall guidance on business and strategic development of the Group based on his work experience, professional background and expertise. Dr. Zhang is currently the chief scientific officer and head of institute of innovative medicine of Hainan Haiyao Co., Ltd. (海南海藥股份有限公司) (“**Hainan Haiyao**”). Hainan Haiyao is a substantial Shareholder of the Company and its shares are listed on the Shenzhen Stock Exchange (stock code: 00566). From November 2019 to April 2023, Dr. Zhang served as a director of Medicinal Chemistry at Shanghai Jiyu Medical Technology Limited\* (上海濟煜醫藥科技有限公司). Prior to that, he served as a leader of medical research and development of innovative drug division at ApoPharma Inc. from September 2012 to August 2019 and served as a medical research and development scientist at Tranzyme Pharma, Inc. (now known as Ocera Therapeutics, Inc.) from May 2011 to September 2012.

Dr. Zhang obtained a master's degree in Polymer Chemistry and Physics from Wuhan University in 2002. In 2007, Dr. Zhang earned his Ph.D. in Chemistry from The University of Alberta and did his postdoctoral training in the University of British Columbia from November 2007 to March 2011.

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

\* For identification purposes only

Dr. Zhang 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 6 September 2023, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Zhang is not entitled to any fees for being a non-executive Director.

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

### (3) Ms. Chi Sau Giselle LEE (李之秀)

Ms. Chi Sau Giselle LEE (李之秀), aged 54, was appointed as an independent non-executive Director with effect from 30 June 2025. Ms. Lee is also a member of the Audit Committee and the Nomination Committee of the Company. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Lee 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.

Save as disclosed above, Ms. Lee did not hold any other 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. Lee does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Ms. Lee entered into a letter of appointment with the Company pursuant to which she agreed to act as an independent non-executive Director for an initial term of three years with effect from 30 June 2025, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Lee is entitled to an annual director's fee of HK\$315,000.

As at the Latest Practicable Date, Ms. Lee did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

The Company has received from Ms. Lee her confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Ms. Lee is independent.

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

**(4) Mr. Nan SHEN (申楠)**

Mr. Nan SHEN (申楠), aged 44, was appointed as an independent non-executive Director with effect from 30 June 2025. Mr. Shen 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. Shen 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).

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

Mr. Shen 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 30 June 2025, subject to re-appointment, retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Shen is entitled to an annual director's fee of HK\$315,000.

As at the Latest Practicable Date, Mr. Shen did not have any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

The Company has received from Mr. Shen his confirmation of independence as regards the factors set out in Rule 3.13 of the Listing Rules and considers that Mr. Shen is independent.

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

*The following are details of the Director who offers herself for election at the 2026 AGM.*

**Ms. Lei XUE (薛蕾)**

Ms. Lei XUE (薛蕾), aged 48, has over 20 years of experience in corporate finance and financial services. Ms. Xue currently serves as the Deputy General Manager at Shanghai Qiaojue Business Consulting Co., Ltd. (since 2008) and concurrently as Chief Financial Officer at Shanghai Xinwei Investment Consulting Co., Ltd. (since 2015). Prior to her current roles, Ms. Xue served as the Chief Financial Officer at Shanghai Blue Cross Hospital Management Investment Co., Ltd. from 2002 to 2009.

Ms. Xue obtained an associate degree in Financial Accounting from The Open University of China in 2004 and a bachelor's degree in Law from the Peking University Online Education College in 2017.

Subject to the approval by the Shareholders at the 2026 AGM, and provided that Ms. Xue has obtained legal advice as referred to in Rule 3.09D of the Listing Rules, Ms. Xue will enter into a letter of appointment with the Company pursuant to which she will agree to act as a non-executive Director for an initial term of three years with effect from the date of the 2026 AGM, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. No remuneration and/or director's fee will be paid to Ms. Xue in respect of her appointment as a non-executive Director.

Ms. Xue does not have any relationships with any other Directors, senior management of the Company or substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Ms. Xue did not have any interest in shares or underlying shares of the Company pursuant to Part XV of the SFO.

Ms Xue did not hold any other 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. Save as disclosed above, there is no other information which is discloseable nor is Ms. Xue 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. Xue 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 2026 AGM 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 1,386,638,336 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the Notice of 2026 AGM 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 2026 AGM, i.e. being 1,386,638,336 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 138,663,833 Shares, representing 10% of the total number of Shares as at the date of the 2026 AGM.

## **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.

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management at the relevant time of repurchase.

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 2025) 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 in each of the previous 12 months and in April 2026 (up to the Latest Practicable Date) were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April 2025	1.85	1.10
May 2025	1.69	1.16
June 2025	2.99	1.41
July 2025	3.76	1.87
August 2025	3.63	2.16
September 2025	2.74	1.75
October 2025	2.01	1.51
November 2025	1.82	1.46
December 2025	1.58	1.31
January 2026	1.80	1.34
February 2026	2.19	1.35
March 2026	2.09	1.61
From 1 April 2026 to the Latest Practicable Date	1.90	1.56

## 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 will 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.

To the best knowledge of the Directors, neither the explanatory statement nor the proposed share buy-back has any unusual features.

## 7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy-back, any such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the single largest Shareholder of the Company is Hainan Haiyao Co., Ltd. (海南海藥股份有限公司) ("**Hainan Haiyao**"), holds approximately 11.46% of the issued Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Hainan Haiyao would be increased to approximately 12.73% of the issued Shares.

To the best knowledge and belief of the Directors, such increase of shareholding would not give rise to an obligation for Hainan Haiyao to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such extent that an obligation to make a mandatory general offer under the Takeovers Code will be triggered. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Buy-back Mandate. Nevertheless, the Directors have no present intention to exercise the Share Buy-back Mandate and will not effect repurchase to such extent which would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

## 8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).



**SinoMab BioScience Limited**

**中國抗體製藥有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 3681)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of SinoMab BioScience Limited (the “**Company**”) will be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 12 June 2026 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 auditor for the year ended 31 December 2025.
- 2(a). To re-elect Dr. Chi Ming LEE as an independent non-executive director of the Company.
- 2(b). To re-elect Dr. Jianmin ZHANG as a non-executive director of the Company.
- 2(c). To re-elect Ms. Chi Sau Giselle LEE as an independent non-executive director of the Company.
- 2(d). To re-elect Mr. Nan SHEN as an independent non-executive director of the Company.
- 2(e). To authorise the board of directors to fix the respective directors’ remuneration.
- 2(f) To elect Ms. Lei XUE as a non-executive director of the Company, with effect from the date of 2026 AGM for an initial term of three years, and to authorise the board of directors of the Company to fix her remuneration and to enter into a letter of appointment with her.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to fix its remuneration.

## NOTICE OF 2026 AGM

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 (excluding treasury 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 with additional shares in the capital of the Company and to sell or transfer additional treasury shares 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;

## NOTICE OF 2026 AGM

- (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 (excluding treasury 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 (other than any holders of treasury shares) 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 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).”

## NOTICE OF 2026 AGM

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 (excluding treasury 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**

*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 28 April 2026

*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, speak 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, speak 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 (excluding any part of a day that is a public holiday) before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 10 June 2026 (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.

## NOTICE OF 2026 AGM

4. The record date for determining the entitlement of shareholders to attend, speak and vote at the meeting is Friday, 12 June 2026. The register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend, speak 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 Monday, 8 June 2026.
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, 12 June 2026, the annual general meeting will not be held on 12 June 2026 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 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.*