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**Clover Biopharmaceuticals, Ltd.**

**三葉草生物製藥有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2197)**

**CHANGE OF JOINT COMPANY SECRETARY,  
AUTHORIZED REPRESENTATIVE AND PROCESS AGENT  
AND  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED REPRESENTATIVE AND  
PROCESS AGENT**

The board (the “**Board**”) of directors (the “**Directors**”) of Clover Biopharmaceuticals, Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) has been informed that Ms. FUNG Po Ting (“**Ms. FUNG**”) who is a joint company secretary of the Company (the “**Joint Company Secretary**”), has tendered her resignation as the assistant manager of corporate services of Vistra Corporate Services (HK) Limited, which is the external corporate services provider of the Company. As a result of the aforesaid resignation, Ms. FUNG ceased to act as (i) the Joint Company Secretary; (ii) an authorized representative of the Company pursuant to Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Authorized Representative**”); and (iii) an authorized representative of the Company to accept service of process and notices on behalf of the Company in Hong Kong as required under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from December 22, 2021.

Ms. FUNG has confirmed that she does not have any disagreement with the Board and there are no other matters in relation to her cessation to act in the above positions of the Company that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Following the cessation of Ms. FUNG to act as a Joint Company Secretary, the Board is pleased to announce that Ms. CHAU Hing Ling (“**Ms. CHAU**”) has been appointed as a Joint Company Secretary, the Authorized Representative and the Process Agent with effect from December 22, 2021. Mr. Brian KREX (“**Mr. KREX**”) will continue to serve as the other Joint Company Secretary.

The biographical details of Mr. KREX and Ms. CHAU are set out below:

Mr. KREX is currently a general counsel of the Group. He is primarily responsible for legal affairs of the Group. Prior to joining the Group, Mr. KREX worked at Moses & Singer LLP, a law firm, as an associate from November 2000 to March 2006. From April 2006 to March 2015, he worked at Pfizer Inc, serving in a variety of positions of increasing seniority, with a final position as chief counsel of the U.S. Innovative Business Unit. From April 2015 to March 2019, he served as the head of commercial and regulatory law department for Alexion Pharmaceuticals, Inc. From March 2019 to September 2020, he served as the general counsel of AGTC. Mr. KREX obtained a bachelor degree in American history from Bard College in May 1990 in the U.S and a juris doctor degree in law from Seton Hall University School of Law in June 1996 in the U.S.

Ms. CHAU is currently a director of corporate services of Vistra Corporate Services (HK) Limited. She has over twenty years of experience in the corporate services industry. She is currently the company secretary of BeiGene, Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 6160), China PengFei Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3348) and Dexin China Holdings Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2019) and the joint company secretary of Persta Resources Inc., a company listed on the Main Board of the Stock Exchange (stock code: 3395), COFCO Joycome Foods Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1610), Guangdong Kanghua Healthcare Co., Ltd. a company listed on the Main Board of the Stock Exchange (stock code: 3689), China Beststudy Education Group, a company listed on the Main Board of the Stock Exchange (stock code: 3978) and Viva Biotech Holdings, a company listed on the Main Board of the Stock Exchange (stock code: 1873) respectively. Ms. CHAU obtained a master of laws majoring in corporate and financial law from The University of Hong Kong in November 2007. She has been a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and a fellow member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in United Kingdom since May 2013.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. KREX to act as a Joint Company Secretary for a three-year period from the date of the Company’s listing on the Main Board of the Stock Exchange (i.e. November 5, 2021) (the “**Waiver Period**”), on the conditions that (i) Mr. KREX must be assisted by Ms. FUNG, who meets the requirements under Rule 3.28 of the Listing Rules and was appointed as a Joint Company Secretary, during the Waiver Period; and (ii) the Waiver will be revoked if there are material breaches of the Listing Rules by the Company. Relevant details of the Waiver were disclosed in the section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Strict Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance – Joint Company Secretaries” of the prospectus of the Company dated October 25, 2021.

Given the condition of the Waiver could no longer be fulfilled following the departure of Ms. FUNG, the Company has applied to the Stock Exchange and has already been granted with a new waiver (the “**New Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (i.e. from December 22, 2021 to November 4, 2024) (the “**New Waiver Period**”) in relation to the eligibility of Mr. KREX to act as a Joint Company Secretary, on the conditions that:–

- (i) Mr. KREX must be assisted by Ms. CHAU during the New Waiver Period;
- (ii) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company; and
- (iii) the Company will announce the reasons for, and the details and conditions of the New Waiver, and the qualification and experience of both Mr. KREX and Ms. CHAU.

The publication of this announcement aims to satisfy condition (iii) set out above.

Before the end of the New Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. KREX, having had the benefit of Ms. CHAU’s assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The New Waiver applied to Ms. CHAU’s appointment as the Joint Company Secretary only. The Stock Exchange may withdraw or change the New Waiver if the Company’s situation changes.

The Board would like to take this opportunity to express its gratitude to Ms. FUNG for her valuable contributions to the Company during her tenure of service and extend its warm welcome to Ms. CHAU on her new appointment.

By order of the Board  
**Clover Biopharmaceuticals, Ltd.**  
**Dr. Peng LIANG**  
*Chairman of the Board*

Chengdu, PRC, December 22, 2021

*As of the date of this announcement, the Board comprises Dr. Peng LIANG and Mr. Joshua G LIANG as executive Directors; Dr. Xiaodong WANG, Mr. Ting XIAO and Mr. Dong LYU as non-executive Directors; and Dr. Xiaobin WU, Mr. Xiang LIAO, Mr. Jeffrey FARROW and Mr. Thomas LEGGETT as independent non-executive Directors.*