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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)**

**GRANT OF OPTIONS PURSUANT TO THE POST-IPO SHARE  
OPTION PLAN  
AND  
GRANT OF RSUS PURSUANT TO THE RSU SCHEME**

The Board announces that, on May 12, 2022, the Company granted a total of 22,673,000 Options and 8,465,000 RSUs to certain eligible participants pursuant to the terms of the Post-IPO Share Option Plan and the RSU Scheme, respectively.

**GRANT OF OPTIONS PURSUANT TO POST-IPO SHARE OPTION PLAN**

The following disclosure is made pursuant to Rule 17.06A of the Listing Rules.

The Board announces that on May 12, 2022, the Company granted a total of 22,673,000 Options to 183 Option Grantees in accordance with the terms of the Post-IPO Share Option Plan, subject to acceptance.

**Details of the Grant of Options**

The details of the Options granted to the Option Grantees are as follows:

|  |   |  |
|--|---|--|
| Grant Date   | : | May 12, 2022   |
| Number of Option Grantees  | : | 183 Option Grantees  |
| Total number of Options granted  | : | 22,673,000   |
| Total number of Shares to be subscribed upon exercise of the Options granted | : | 22,673,000 Shares  |
| Consideration for the Grant of Options                                       | : | US\$0.001 to be paid by each Option Grantee upon acceptance of the Options granted |

- Exercise price of the Options granted : HK\$4.116 per Share, representing the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Grant Date, being HK\$2.82; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Grant Date, being HK\$4.116; and (iii) the nominal value of the Shares
- Validity period of the Options : 10 years from the Grant Date
- Vesting period of the Options : Pursuant to the relevant offer letter issued to each Option Grantee, the Options granted are subject to either of the following vesting schedules:
- (i). One-forty-eighth (1/48th) of the Options granted shall vest on monthly basis with one-year cliff, which means the first 25% will vest on the first anniversary of the first Business Day of the Option Grantee's onboarding month, and the remaining 75% of Options granted will vest on monthly basis thereafter; or
  - (ii). One-forty-eighth (1/48th) of the Options granted shall vest on monthly basis starting from the Grant Date.

To the best knowledge and belief of the Board, none of the Option Grantees is a Director, chief executive or substantial Shareholder of the Company, nor an associate of any of them.

## GRANT OF RSUS PURSUANT TO THE RSU SCHEME

The Board further announces that on May 12, 2022, an aggregate of 8,465,000 RSUs were granted to 112 RSU Grantees, including the Connected Grantee, pursuant to the RSU Scheme. The 8,465,000 RSUs represents 8,465,000 underlying Shares, and approximately 0.73% of the issued share capital of the Company as of the date of this announcement. Based on the closing price of HK\$2.82 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Grant Date, the market value of the 8,465,000 RSUs granted to the RSU Grantees amounts to HK\$23,871,300.

The table below shows a breakdown of RSUs that were granted to (i) the Connected Grantee; and (ii) other RSU Grantees:

| <b>RSU Grantees</b> | <b>Number of Shares<br/>underlying the<br/>RSUs granted</b> |
|---------------------|---|
| Connected Grantee   | 25,000  |
| Other RSU Grantees  | 8,440,000   |
| <b>Total</b>        | <b>8,465,000</b>  |

Pursuant to the relevant notice of grant issued to each RSU Grantee, the RSUs granted are subject to either of the following vesting schedules:

- (i). One-forty-eighth (1/48th) of the RSUs granted shall vest on monthly basis with one-year cliff, which means the first 25% will vest on the first anniversary of the first Business Day of the RSU Grantee's onboarding month, and the remaining 75% of RSUs granted will vest on monthly basis thereafter; or
- (ii). One-forty-eighth (1/48th) of the RSUs granted shall vest on monthly basis starting from the Grant Date.

### **Listing Rules Implications**

The RSU scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

The Connected Grantee, being the brother-in-law of Dr. Liang and the uncle of Mr. Joshua Liang, is a relative of Dr. Liang and Mr. Joshua Liang and thus is a deemed connected person under Rule 14A.21(1)(a) of the Listing Rules. The grant of 25,000 RSUs to the Connected Grantee constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. However, as the respective applicable percentage ratio of such grant of Options to the Connected Grantee is less than 0.1%, the grant of RSUs to the Connected Grantee is fully exempted from the reporting, announcement, or independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Company has appointed Super Novel as the trustee to assist with the administration and vesting of the RSUs. A certain amount of Shares have been allotted and issued to Super Novel which are held in trust by it for the satisfaction of RSUs upon vesting (including all the RSUs granted as mentioned above). As the vesting of RSUs granted to the RSU Grantees will be satisfied by the Shares currently held by Super Novel, no new Shares will be issued by the Company, and accordingly, the Grant of RSUs will not result in any dilution effect on the shareholdings of existing Shareholders.

### **REASONS AND BENEFITS OF THE GRANT OF OPTIONS AND RSUS**

The Post-IPO Share Option Plan and the RSU Scheme form parts of the incentive plan of the Group. The Board considers that the Grant of Options and the Grant of RSUs are to (i) reward the Option Grantees and the RSU Grantees for their contributions to the growth and development of the Group and to give incentives thereto in order to retain them for the continual development and long-term strategic goals of the Group; and (ii) align the interests of the Option Grantees and the RSU Grantees with those of the Group through ownership of the Shares to encourage and retain them to make contributions to the long-term and profits of our Group.

## DEFINITIONS

|                            |  |
|----------------------------|--|
| “associate(s)”             | has the meaning ascribed to it by the Listing Rules  |
| “Board”                    | the board of Directors   |
| “Business Day”             | a day banks in Hong Kong are generally open for normal banking business to the public and is not a Saturday, Sunday or public holiday in Hong Kong |
| “Company”                  | Clover Biopharmaceuticals, Ltd. (三葉草生物製藥有限公司), an exempted company incorporated in the Cayman Islands on October 31, 2018                          |
| “Connected Grantee”        | Mr. Pu JIANG, being the brother-in-law of Dr. Liang and the uncle of Mr. Joshua Liang  |
| “connected person”         | has the meaning ascribed to it by the Listing Rules  |
| “Controlling Shareholders” | has the meaning ascribed thereto under the Listing Rules, and unless the context otherwise requires, refers to Dr. Liang and Mr. Joshua Liang      |
| “Directors”                | the directors of the Company   |
| “Dr. Liang”                | Dr. Peng LIANG, the founder, an executive Director and the chairman of the Board and one of our Controlling Shareholders                           |
| “Grant of Options”         | the grant of an aggregate of 22,673,000 Options to 183 Option Grantees in accordance with the terms of the Post-IPO Share Option Plan              |
| “Grant of RSUs”            | the grant of an aggregate of 8,465,000 RSUs to 112 RSU Grantees in accordance with the terms of the RSU Scheme                                     |
| “Grant Date”               | May 12, 2022   |
| “Group”                    | the Company and its subsidiaries   |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Mr. Joshua Liang”         | Mr. Joshua G LIANG, an executive Director and the chief executive officer of our Company and one of our Controlling Shareholders                   |
| “Listing Rules”            | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Options”                  | 22,673,000 options to subscribe for or acquire 22,673,000 Shares which were granted under the Post-IPO Share Option Plan                           |

|                              |  |
|------------------------------|--|
| “Option Grantee(s)”          | the person(s) who were granted Options in accordance with the Post-IPO Share Option Plan on the Grant Date         |
| “Post-IPO Share Option Plan” | the post-IPO share option plan adopted by the Company on September 26, 2021  |
| “relative”                   | has the meaning ascribed to it by the Listing Rules  |
| “RSU Scheme”                 | the restricted share units scheme adopted by the Company on April 15, 2021 and amended on September 26, 2021       |
| “RSU”                        | restricted share units   |
| “RSU Grantee(s)”             | the person(s) who were granted RSUs in accordance with the RSU Scheme on the Grant Date                            |
| “Shareholder(s)”             | holder(s) of shares in the Company   |
| “Shares”                     | shares in the share capital of the Company, with a nominal value of US\$0.0001 each                                |
| “Super Novel”                | SUPER NOVEL INTERNATIONAL LIMITED, a BVI company which holds the Shares underlying the awards under the RSU Scheme |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |

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

Shanghai, PRC, May 12, 2022

*As of the date of this announcement, the Board comprises Dr. Peng LIANG and Mr. Joshua G LIANG as executive Directors; Dr. Xiaodong WANG 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.*