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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 April 2, 2024, (i) the Company granted a total of 9,463,000 Options and 7,205,000 RSUs to certain eligible participants pursuant to the terms of the Post-IPO Share Option Plan and the RSU Scheme, respectively; and (ii) the RSU Scheme will be funded solely by the existing Shares and will not be funded by any new Shares.

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

The Board announces that on April 2, 2024, the Company granted a total of 9,463,000 Options to 68 Option Grantees pursuant to the terms of the Post-IPO Share Option Plan, subject to acceptance. The following disclosure is made pursuant to Rule 17.06A of the Listing Rules.

**Details of the Grant of Options**

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

<b>Grant Date</b>	:	April 2, 2024
<b>Number of Option Grantees</b>	:	68 Option Grantees
<b>Total number of Options granted</b>	:	9,463,000
<b>Total number of Shares to be subscribed upon exercise of the Options granted</b>	:	9,463,000 Shares
<b>Consideration for the Grant of Options</b>	:	US\$0.001 to be paid by each Option Grantee upon acceptance of the Options granted

<b>Closing price of the Shares on the Grant Date</b>	:	HK\$0.40 per Share
<b>Exercise price of the Options granted</b>	:	HK\$0.432 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; (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; and (iii) the nominal value of the Shares
<b>Validity period of the Options</b>	:	10 years from the Grant Date
<b>Vesting period of the Options</b>	:	<i>Employees</i>  Twenty-five percent (25%) of the Options will vest on the first anniversary of the Grant Date, and the rest Options will vest in three equal installments on an annual basis thereafter, to be satisfied over a four-year term.  <i>Non-Executive Directors and Independent Non-Executive Directors</i>  100% of the Options will vest on the first anniversary of the Grant Date, to be satisfied over a one-year term.

**Performance targets of the Options** : Vesting of the Options granted to the Option Grantees will be subject to the group level performance targets and/or the individual annual performance targets as stipulated in the respective grant letter issued by the Company to each of the Option Grantees. The group level performance applies to all Option Grantees. The Company's employees are subject to both the group level performance target and the individual level performance target.

*Group level performance:*

The Board and management of the Company will assess the performance of the Group for the relevant year, including in particular key performance indicators, such as progress of research and development programs and pipeline, product commercial performance and Company's financial conditions.

*Individual level performance:*

The Group has established a standard performance appraisal system for employees to evaluate their performance and contribution to the Group. The Company will determine whether the Option Grantees who are employees meet the individual performance targets based on their performance appraisal results for the relevant vesting period. The Options will only be vested if the Option Grantees who are employees pass their respective performance evaluation in the annual performance appraisal (as the case may be) for the corresponding vesting period.

**Clawback mechanism of  
the Options:**

: The Options granted were subject to the clawback mechanism as set out in the terms of the Post-IPO Share Option Plan, in particular, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the date on which the Option Grantee ceases to be an eligible participant for any reason including his resignation, ill-health, injury, disability or by reason of the termination of his relationship with the Company and/or any of the Subsidiaries and/or any of the Invested Entities on any one or more of the following grounds:

- (i). that he has been guilty of serious misconduct;
- (ii). that he has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Company and/or any of the Subsidiaries and/or any of the Invested Entities;
- (iii). that he has become insolvent, bankrupt or has made arrangements or compositions with his creditors generally; or
- (iv). on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the Option Grantee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity. A resolution of the Board or the board of directors of the relevant Subsidiary or the relevant Invested Entity to the effect that the relationship of an Option Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive.

**Number of Shares available for future grant under the Post-IPO Share Option Plan after the Grant of Options** : 68,151,795

**Financial Assistance** : The Group did not provide any financial assistance to the Option Grantees to facilitate the purchase of Shares under the Post-IPO Share Option Plan.

Among the above Options granted, 2,037,000 Options were granted to the Directors as follows. The remaining 7,426,000 Options were granted to employees of the Group.

<b>Name of Option Grantee</b>	<b>Position held with the Group and relationship with the Group</b>	<b>Number of Shares to be subscribed upon exercise of the Options granted</b>
Dr. Xiaodong Wang	non-executive Director	291,000
Dr. Donna Marie AMBROSINO	non-executive Director	291,000
Dr. Ralf Leo CLEMENS	non-executive Director	291,000
Dr. Xiaobin WU	independent non-executive Director	291,000
Mr. Xiang LIAO	independent non-executive Director	291,000
Mr. Jeffrey FARROW	independent non-executive Director	291,000
Mr. Thomas LEGGETT	independent non-executive Director	291,000
<b>Total</b>		<b>2,037,000</b>

### **Listing Rules Implications**

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Options set out above had been reviewed and approved by the independent non-executive Directors accordingly and each independent non-executive Director had abstained from voting on the resolution in respect of the grant of Options to himself.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, none of the Option Grantees is (i) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (ii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares. None of the grant will be subject to approval by the Shareholders.

## GRANT OF RSUS PURSUANT TO THE RSU SCHEME

The Board announces that on April 2, 2024, (i) the Company granted a total of 7,205,000 RSUs to 43 RSU Grantees pursuant to the RSU Scheme, subject to acceptance; and (ii) the RSU Scheme will be funded solely by the existing Shares and will not be funded by any new Shares.

### Details of the Grant of RSUs

The details of the RSUs granted to the RSU Grantees are as follows:

<b>Grant Date</b>	:	April 2, 2024
<b>Number of RSU Grantees</b>	:	43 RSU Grantees
<b>Total number of RSUs granted</b>	:	7,205,000
<b>Total number of underlying Shares representing the RSUs granted</b>	:	7,205,000 Shares
<b>Consideration for the Grant of RSUs</b>	:	Nil
<b>Closing price of the Shares on the Grant Date</b>	:	HK\$0.40 per Share
<b>Validity period</b>	:	10 years from the Grant Date
<b>Vesting period of the RSUs</b>	:	<i>Mr. Joshua G LIANG, Dr. Peng LIANG and RSU Grantees other than Non-Executive Directors and Independent Non-Executive Directors</i>

Twenty-five percent (25%) of the RSUs will vest on the first anniversary of the Grant Date, and the rest RSUs will vest in three equal installments on an annual basis thereafter, to be satisfied over a four-year term.

*Non-Executive Directors and Independent Non-Executive Directors*

100% of the RSUs will vest on the first anniversary of the Grant Date, to be satisfied over a one-year term.

**Performance targets of the RSUs** : Vesting of the RSUs granted to the RSU Grantees will be subject to the group level performance targets and/or the individual annual performance targets as stipulated in the respective grant letter issued by the Company to each of the RSU Grantees. The RSU Grantees who are employees are subject to both the group level performance target and the individual level performance target. Directors are subject to group level performance target only. The performance targets are not applicable to members of the Scientific Advisory Board.

*Group level performance:*

The Board and management of the Company will assess the performance of the Group for the relevant year, including in particular key performance indicators, such as progress of research and development programs and pipeline, product commercial performance and Company's financial conditions.

*Individual level performance:*

The Group has established a standard performance appraisal system for employees to evaluate their performance and contribution to the Group. The Company will determine whether the RSU Grantees who are employees meet the individual performance targets based on their performance appraisal results for the relevant vesting period. The RSUs will only be vested if the RSU Grantees who are employees pass their respective performance evaluation in the annual performance appraisal (as the case may be) for the corresponding vesting period.

**Clawback mechanism of the RSU** : The RSUs granted were subject to the clawback mechanism as set out in the terms of the RSU Scheme, in particular, an unvested RSU shall be lapsed and cancelled automatically on the date on which the RSU Grantee ceases to be an eligible participant for any reason including his resignation, ill-health, injury, disability, dismissal, or by reason of the termination of the RSU Grantee's relationship, employment or service with the Company and/or any of the Subsidiaries and/or any of the Invested Entities on any one or more of the following grounds:

- (i). that he has been guilty of serious misconduct;
- (ii). that he has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Company and/or any of the Subsidiaries and/or any of the Invested Entities;
- (iii). that he has become insolvent, bankrupt or has made arrangements or compositions with his creditors generally; or
- (iv). on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the RSU Grantee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity. A resolution of the Board or the board of directors of the relevant Subsidiary or the relevant Invested Entity to the effect that the relationship of a RSU Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive.



**Number of Shares available for future grant under the RSU Scheme after the Grant of RSUs** : 27,706,267

**Financial Assistance** : The Group did not provide any financial assistance to the RSU Grantees to facilitate the purchase of Shares under the RSU Scheme.

Among the above RSUs granted, 4,562,000 RSUs were granted to Directors as follows. The remaining 1,901,000 RSUs were granted to employees of the Group and 742,000 RSUs were granted to members of the Scientific Advisory Board who are external consultant to the Group.

<b>Name of RSU Grantee</b>	<b>Position held with the Group and relationship with the Group</b>	<b>Number of RSUs granted</b>
Mr. Joshua G LIANG	executive Director	3,074,000
Dr. Peng LIANG	executive Director	1,145,000
Dr. Xiaodong Wang	non-executive Director	49,000
Dr. Donna Marie AMBROSINO	non-executive Director	49,000
Dr. Ralf Leo CLEMENS	non-executive Director	49,000
Dr. Xiaobin WU	independent non-executive Director	49,000
Mr. Xiang LIAO	independent non-executive Director	49,000
Mr. Jeffrey FARROW	independent non-executive Director	49,000
Mr. Thomas LEGGETT	independent non-executive Director	49,000
<b>Total</b>		<b>4,562,000</b>

### **Listing Rules Implications**

As the Directors are connected persons of the Company, the grant of RSUs to each of the Directors constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

The grant of RSUs was made in the form of existing issued Shares. As the grant of RSUs to the Directors forms part of the remuneration package under their respective service agreement with the Company, such grant is exempted from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules. All other RSU Grantees are not connected persons of the Company.

## 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

“Board”	the board of Directors
“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 person(s)”	has the meaning ascribed to it by the Listing Rules
“Director(s)”	the director(s) of the Company
“Grant Date”	April 2, 2024
“Grant of Options”	the grant of an aggregate of 9,463,000 Options to 68 Option Grantees in accordance with the terms of the Post-IPO Share Option Plan
“Grant of RSUs”	the grant of an aggregate of 7,205,000 RSUs to 43 RSU Grantees in accordance with the terms of the Post-IPO RSU Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any company in which the Company or any Subsidiary has any equity interest
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	options 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 scheme adopted by the Company on September 26, 2021
“RSU Grantee(s)”	the person(s) who were granted RSUs in accordance with the RSU Scheme on the Grant Date
“RSU Scheme”	the restricted share units scheme adopted by the Company on April 15, 2021 and amended on September 26, 2021
“RSUs”	restricted share units granted under the RSU Scheme
“Shareholder(s)”	holder(s) of shares of the Company
“Shares”	shares in the share capital of the Company, with a nominal value of US\$0.0001 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary (within the meaning of Section 2 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong) of the Company from time to time;
“substantial shareholder”	has the meaning ascribed to it by the Listing Rules

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

Shanghai, PRC, April 2, 2024

*As of the date of this announcement, the Board comprises Dr. Peng LIANG and Mr. Joshua G LIANG as executive Directors; Dr. Xiaodong WANG, Dr. Donna Marie AMBROSINO and Dr. Ralf Leo CLEMENS as non-executive Directors; and Dr. Xiaobin WU, Mr. Xiang LIAO, Mr. Jeffrey FARROW and Mr. Thomas LEGGETT as independent non-executive Directors.*