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**3DMed**

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**3D Medicines Inc.**

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

**(Stock Code: 1244)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the circular of 3D Medicines Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) dated June 2, 2023 (the “**Circular**”) in relation to the share option scheme adopted on June 26, 2023 (the “**2023 Share Option Scheme**”).

The Board of Directors (the “**Board**”) of the Company hereby announces that on April 5, 2024 (the “**Date of Grant**”), the Company offered to grant a total of 12,802,850 share options (the “**Share Options**”) under the 2023 Share Option Scheme, subject to acceptance of the grantees of the Share Options (the “**Grantees**”).

### **GRANT OF SHARE OPTIONS UNDER 2023 SHARE OPTION SCHEME**

Details of the grant of Share Options are as follows:

Date of Grant	April 5, 2024
Exercise price of Share Options granted	HK\$6.096 per ordinary share of the Company (the “ <b>Share</b> ”), which represents the higher of: <ul style="list-style-type: none"><li>(i) the closing price of HK\$5.790 per Share as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the “<b>Stock Exchange</b>”) on April 5, 2024, being the Date of Grant; and</li><li>(ii) the average closing price of HK\$6.096 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the Date of Grant.</li></ul>
Number of Share Options granted	12,802,850 Share Options to subscribe for Shares
Number of Grantees	185, including the directors of the Company with further details set out below

Closing price of the Shares on the Date of Grant	HK\$5.790 per Share
Exercise period of the Share Options	4 years from April 5, 2025 to April 5, 2029
Vesting period of the Share Options	Subject to a vesting period of over 4 years with vesting scale in tranches of 25% each per annum starting from the first anniversary of the Date of Grant and fully vested in the 4 <sup>th</sup> anniversary of the Date of Grant.
Performance targets	<p>The identity of the Grantees and the number of Share Options granted to each Grantee was determined and approved by the Board and the Company’s Remuneration Committee after having taken into account the Grantees’ individual performance for the relevant financial period. The vesting of each tranche of Share Options to the Grantees (except for the independent non-executive directors of the Company (the “<b>Independent non-executive Director(s)</b>”)) is subject to the satisfaction of performance targets to be determined by the Board. The performance targets were determined with reference to, including but not limited to, the revenue contribution to the Group as a whole and of the applicable business by the Grantee, the length of services to the Group of the Grantee and other key performance indicators as determined by the Board and may vary among Grantees.</p> <p>There is no performance target attached to the Share Options granted to the Independent non-executive Directors of the Company.</p> <p>Taking into account (i) the grant of Share Options to the Grantees is a recognition for their past individual performance (ii) the contributions that will be brought in the future and (iii) the vesting period of the Share Options, the Board and the Company’s Remuneration Committee is of the view the grant of Share Options aligns with the purposes of the 2023 Share Option Scheme to attract and retain management and key employees, to align eligible participants’ interests with the long-term success of the Company, to provide fair and competitive compensation to management and key employees and to drive the achievement of strategic objectives of the Company. The grant of the Share Options to the Independent non-executive Directors without performance targets on the one hand reinforce their commitment to service the Company and on the other hand maintain their objectivity and independence.</p>
Clawback mechanism	The Share Options granted were subject to the clawback mechanism as set out in the terms of the 2023 Share Option Scheme and detailed in the Circular.

Financial assistance: There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to any of the Grantees to facilitate the purchase of Shares under the 2023 Share Option Scheme.

Among the total of 12,802,850 Share Options granted, 3,090,056 Share Options were granted to Dr. GONG Zhaolong, Mr. ZHU Pai, Mr. ZHOU Feng, Ms. CHEN Yawen, Dr. LI Jin, Dr. LIN Tat Pang and Mr. LIU Xinguang, directors of the Company and the remaining Share Options were granted to other employees of the Company or its subsidiaries, the details of which are as follows:

<b>Name of Grantees</b>	<b>Position</b>	<b>Number of Share Options granted</b>
Dr. GONG Zhaolong	Executive Director, chairman of the Board, and the chief executive officer	2,490,056
Mr. ZHU Pai	Non-executive Director	100,000
Mr. ZHOU Feng	Non-executive Director	100,000
Ms. CHEN Yawen	Non-executive Director	100,000
Dr. LIN Tat Pang	Independent non-executive Director	100,000
Dr. LI Jin	Independent non-executive Director	100,000
Mr. LIU Xinguang	Independent non-executive Director	100,000
Other employees		9,712,794
<b>Total:</b>		<b>12,802,850</b>

The grant of Share Options to Dr. GONG Zhaolong, Mr. ZHU Pai, Mr. ZHOU Feng, Ms. CHEN Yawen, Dr. LI Jin, Dr. LIN Tat Pang and Mr. LIU Xinguang has been reviewed and approved by the Independent non-executive Directors (save in relation to the grant of an Independent non-executive Director, by the remaining Independent non-executive Directors) in accordance with Rule 17.04(1) of the Listing Rules.

None of the Share Options granted will be subject to approval by the independent shareholders (being shareholders of the Company other than the relevant Grantee(s), their associates (as defined under the Listing Rules) and all core connected persons (as defined under the Listing Rules) of the Group).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, as at the date of this announcement: (i) such grants of Share Options will not result in the total number of Share Options granted and to be granted to a Grantee for a 12-month period up to and including the Date of Grant exceeding 1% individual limit under Rule 17.03D of the Listing Rules; (ii) save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them; and (iii) none of the Grantees is a related entity participant or service provider with options granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares.

Subsequent to the grant of Share Options, the number of Shares available for future grant under the 2023 Share Option Scheme is 12,802,850.

By order of the Board  
**3D Medicines Inc.**  
**Dr. Gong Zhaolong**  
*Chairman of the Board*

Hong Kong  
April 5, 2024

*As at the date of this announcement, the Board of Directors of the Company comprises Dr. GONG Zhaolong as executive Director, Mr. ZHU Pai, Mr. ZHOU Feng and Ms. CHEN Yawen as non-executive Directors, and Dr. LI Jin, Dr. LIN Tat Pang and Mr. LIU Xinguang as independent non-executive Directors.*