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和 鉑 醫 藥 控 股 有 限 公 司

HBM Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02142)

**APPOINTMENT OF JOINT COMPANY SECRETARY,
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND
8.17 OF THE LISTING RULES,
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.10(2) AND
3.21 OF THE LISTING RULES**

APPOINTMENT OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of HBM Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) hereby announces that on 24 October 2024, the Board approved the appointment of Ms. Yifan Gao (高一帆) (“**Ms. Gao**”) as a joint company secretary of the Company, with effect from 24 October 2024. Mr. Wing Yat Christopher Lui (“**Mr. Lui**”), the current company secretary of the Company, will be the other joint company secretary of the Company.

The biographical details of Ms. Gao are set out below:

Ms. Gao joined the Group in August 2018 as its business intelligence representative. From November 2022 to September 2023, she has been the associate director of investor relationship and business intelligence, and has been responsible for the investor relationship and Hong Kong listing related secretarial work of the Group. Since October 2023, Ms. Gao has become the primary contact person of the Company and has been working with the existing company secretary of the Company, Mr. Lui, and has been communicating with Mr. Lui in the areas including but not limited to the Group’s corporate governance, company secretarial and administrative matters. Since joining the Group, Ms. Gao has worked in various departments in the Group, including the clinical development department, business development department and the chairman’s office. She is familiar with the operation of the Group. Ms. Gao obtained the legal professional qualification in the People’s Republic of China and has extensive experience in corporate practice.

Further, Ms. Gao received her master’s degree in pharmacology from Sun Yat-sen University in September 2014.

The biographical details of Mr. Lui are set out below:

Mr. Wing Yat Christopher Lui has over ten years of experience in the corporate secretarial field. He has been working for Tricor Services Limited since October 2011. He has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Mr. Lui is currently the sole/joint company secretary of several companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), including TOT BIOPHARM International Company Limited (stock code: 1875), TI Cloud Inc. (stock code: 2167) and CARsgen Therapeutics Holdings Limited (stock code: 2171).

Mr. Lui received his bachelor’s degree of science in economics and statistics from University College London in the United Kingdom in August 2011. He is a chartered secretary, chartered governance professional and an associate of both The Hong Kong Chartered Governance Institute (HKCGI) and The Chartered Governance Institute in the United Kingdom.

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

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience. Ms. Gao currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. Following the appointment of Ms. Gao, Mr. Lui, the current company secretary of the Company who possesses the requisite qualification and experience of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules, will act as the other joint company secretary of the Company. Ms. Gao and Mr. Lui, as joint company secretaries, will jointly discharge the duties and responsibilities of a company secretary.

In relation to the appointment of Ms. Gao as a joint company secretary of the Company, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Ms. Gao’s appointment as a joint company secretary of the Company (the “**Waiver Period**”) on the grounds that the Company will engage Mr. Lui, the other joint company secretary of the Company who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance and guidance to Ms. Gao in discharging her duties as one of the joint company secretaries of the Company.

This waiver is granted on the conditions that (i) Ms. Gao will be assisted by Mr. Lui during the Waiver Period; (ii) the waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Ms. Gao can satisfy Rule 3.28 of the Listing Rules, after having the benefit of Mr. Lui’s assistance, such that a further waiver will not be necessary; and (iii) the Company will announce the details of this waiver, including its reasons, details and conditions. The Company should seek the Stock Exchange’s confirmation in this regard before the end of the Waiver Period.

The Board would like to extend its warm welcome to Ms. Gao on her new appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.10(2) AND 3.21 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 21 June 2024 (the “**Announcement**”), in relation to, among other things, the non-compliance with Rules 3.10(2) and 3.21 of the Listing Rules. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As additional time is required for the Company to identify suitable candidate and complete the selection, recruitment and nomination procedures, the Company has applied to the Stock Exchange, and the Stock Exchange has granted to the Company, a waiver from strict compliance with the requirements under Rules 3.10(2) and 3.21 of the Listing Rules and an extension of time to 31 December 2024 (the “**Grace Period**”) for filling the vacancy.

Over the past three months, the Company has been actively searching for potential candidates with the appropriate professional qualifications or accounting or related financial management expertise to fill the vacancy of an independent non-executive Director. It has worked through extensive networks to search for candidates that are suitable for the position, and consulted professional experts in the field, to assist in searching for potential candidates. During the past three months, the Company reviewed and discussed the resumes of a number of candidates and shortlisted some candidates with accounting qualifications and/or background for physical meeting and discussion. However, the Company had not received affirmative confirmations from the candidates so far. Given the difficulties in identifying suitable candidates for the vacancy, the Company intends to expand its search for talents who possess the necessary qualifications required under the Listing Rules and are familiar with the major business segment of the Company during the Grace Period.

The Company will use its best endeavors to appoint a suitable candidate to act as an independent non-executive Director to meet the requirements set out in Rules 3.10(2) and 3.21 of the Listing Rules as soon as practicable. Further announcement(s) will be made as and when appropriate.

By order of the Board
HBM Holdings Limited
Dr. Jingsong Wang
Chairman and Executive Director

Hong Kong, 24 October 2024

As at the date of this announcement, the board of directors of the Company comprises Dr. Jingsong Wang and Dr. Yiping Rong as executive Directors; Ms. Weiwei Chen as non-executive Director; Dr. Robert Irwin Kamen, Dr. Xiaoping Ye and Dr. Albert R. Collinson as independent non-executive Directors.