

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gu Ehong</u> (Last) (First) (Middle) <u>C/O LIANBIO</u> <u>103 CARNEGIE CENTER DRIVE, SUITE 309</u> (Street) <u>PRINCETON</u> <u>NJ</u> <u>08540</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/19/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>LianBio</u> [<u>LIAN</u>]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <u>X</u> Officer (give title below) Other (specify below) <u>Interim CFO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	78,493 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	10/31/2031	Ordinary Shares	116,955	16	D	
Stock Option (Right to Buy)	(3)	01/20/2033	Ordinary Shares	54,589	2.66	D	

Explanation of Responses:

1. Represents (i) 9,351 Ordinary Shares, (ii) 30,809 restricted share units ("RSUs") remaining out of the 41,078 RSUs granted to the Reporting Person under the LianBio 2021 Equity Incentive Plan on December 31, 2021, 25% of which vested on December 31, 2022 and the remainder of which shall vest in 25% annual installments such that the RSUs are fully vested on December 31, 2025, subject to the Reporting Person providing continuous service to the Issuer on each such date, and (iii) 38,333 RSUs granted to the Reporting Person under the LianBio 2021 Equity Incentive Plan on March 29, 2023, 25% of which shall vest on March 29, 2024 and the remainder of which shall vest in 25% annual installments such that the RSUs are fully vested on March 29, 2027, subject to the Reporting Person providing continuous service to the Issuer on each such date. Each RSU represents the contingent right to receive one share of the Issuer's Ordinary Shares.

2. 25% of the shares underlying the option vested and became exercisable on the first anniversary of the commencement date, October 31, 2022; the remainder shall vest and become exercisable in 36 equal monthly installments such that the option shall be fully vested on October 31, 2025, subject to the Reporting Person providing continuous service to the Issuer on each such date.

3. 25% of the shares underlying the option shall vest and become exercisable on the first anniversary of the commencement date, January 20, 2024; the remainder shall vest and become exercisable in 36 equal monthly installments such that the option shall be fully vested on January 20, 2027, subject to the Reporting Person providing continuous service to the Issuer on each such date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Brianne Jahn, Attorney-in-Fact

** Signature of Reporting Person

12/26/2023

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Brianne Jahn, Ji Chen and Angela Chen, signing singly, and with substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of LianBio (i) from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attachments as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any applicable exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and all things whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, with the same intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done in this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby releases the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or

information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such form the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 20, 2023

EHONG GU

DocuSigned by:

Ehong Gu

Signature



Signer Name: Ehong Gu
Signing Reason: I approve this document
Signing Time: 12/21/2023 | 04:25 PST

Ehong Gu

Print Name

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