

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>GNI Group Ltd.</u>  (Last) (First) (Middle) NIHONBASHI-HONCHO YS BLDG 3F 2-2-2 NIHONBASHI-HONCHO, CHUO-KU  (Street) TOKYO M0 103-0023  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/26/2022	3. Issuer Name and Ticker or Trading Symbol <u>CATALYST BIOSCIENCES, INC. [ CBIO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)
Common Stock	895,217	D <sup>(1)(2)</sup>	
Common Stock	5,371,304	D <sup>(3)(4)</sup>	

**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			
Series X Convertible Preferred Stock	(5)	(5)	Common Stock	17,630,000	(5)	D <sup>(1)(2)</sup>	
Series X Convertible Preferred Stock	(5)	(5)	Common Stock	105,770,000	(5)	D <sup>(3)(4)</sup>	

1. Name and Address of Reporting Person* <u>GNI Group Ltd.</u>  (Last) (First) (Middle) NIHONBASHI-HONCHO YS BLDG 3F 2-2-2 NIHONBASHI-HONCHO, CHUO-KU  (Street) TOKYO M0 103-0023  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>GNI Hong Kong Ltd</u>  (Last) (First) (Middle) 12/F ELITE CENTRE 22 HUNG TO ROAD
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(Street)		
KWUN TONG KL K3		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are held by GNI Group Ltd. ("GNI Japan").
2. GNI Hong Kong Ltd. ("GNI HK") disclaims beneficial ownership of the securities held by GNI Japan for purposes of Rule 16a-1(a)(2), except to the extent of its pecuniary interest therein.
3. These securities are held by GNI HK.
4. GNI HK, through GNI Japan-affiliated entities, is a wholly-owned subsidiary of GNI Japan. GNI Japan may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the securities held by GNI HK and, therefore, a "ten percent holder" hereunder.
5. Shares of Series X Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), are convertible into common stock based on the Conversion Ratio and subject to certain limitations, including the Beneficial Ownership Limitation (as such terms are defined in the Certificate of Designation for the Preferred Stock filed with the Securities and Exchange Commission as Exhibit 3.1 to the Issuer's Form 8-K filed on December 27, 2022), at the holder's election after 5:00 p.m. (New York City time) on the second business day after the date on which the Issuer's stockholders approve the conversion of the Preferred Stock.

**Remarks:**

Exhibit 24.1 - Power of Attorney Exhibit 24.2 - Power of Attorney

/s/ Branden Berns,  
Attorney-in-fact for GNI      01/05/2023  
Group Ltd.

/s/ Branden Berns,  
Attorney-in-fact for GNI      01/05/2023  
Hong Kong Ltd.

\*\* Signature of Reporting      Date  
Person

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.**

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Ying Luo, Thomas Wilson Eastling, Ruoyu Chen, Branden Berns, and Ryan Murr, and any of their substitutes, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other document necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports require by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of Catalyst Biosciences, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such 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 such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by each attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 26, 2022.

GNI GROUP LTD.

By: /s/ Ying Luo

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Name: Ying Luo  
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Ying Luo, Thomas Wilson Eastling, Ruoyu Chen, Branden Berns, and Ryan Murr, and any of their substitutes, signing singly, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other document necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports require by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of Catalyst Biosciences, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such 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 such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by each attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 26, 2022.

GNI HONG KONG LIMITED

By: /s/ Ying Luo

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Name: Ying Luo  
Title: Director and President