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**Genscript Biotech Corporation**  
**金斯瑞生物科技股份有限公司\***

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

**(Stock code: 1548)**

**PROPOSED PLACING OF EXISTING SHARES AND  
SUBSCRIPTION OF NEW SHARES UNDER  
GENERAL MANDATE ON  
A FULLY UNDERWRITTEN BASIS**

The Company announces that it is planning a top-up placing of Shares to certain investors. J.P. Morgan and Goldman Sachs have been appointed as the placing agents in respect of the Proposed Vendor Placing. Pursuant to the Proposed Vendor Placing, it is expected that the Vendor will, through J.P. Morgan and Goldman Sachs, place certain existing Shares to investors, and then the Vendor will subscribe for, and the Company will issue, the same number of new Shares to the Vendor pursuant to the general mandate obtained by the Company from its shareholders.

Completion of the Proposed Vendor Placing is subject to market conditions and investors' interest. If the Proposed Vendor Placing and the Proposed Subscription are being carried out, the net proceeds received by the Company will be used for (i) building up CAR-T R&D and production facility in China, the US and Europe; (ii) global team building for the Group's talent program and CAR-T therapies, including regulatory, R&D, production and commercialization; (iii) building up the GMP manufactory facilities for plasmid and biologics products; and (iv) as general working capital purpose.

As no binding agreement in relation to the Proposed Vendor Placing and the Proposed Subscription has been entered into as at the time of publication of this announcement, the Proposed Vendor Placing and the Proposed Subscription may or may not materialise as contemplated or at all. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement will be made by the Company as and when a binding agreement in respect of the Proposed Vendor Placing and the Proposed Subscription is entered into.

## **INTRODUCTION**

The Company announces that it is planning to carry out a top-up placing of Shares to certain investors. J.P. Morgan and Goldman Sachs have been appointed as the placing agents in respect of the Proposed Vendor Placing. Pursuant to the Proposed Vendor Placing, it is expected that the Vendor will, through J.P. Morgan and Goldman Sachs, place certain existing Shares to investors, and then the Vendor will subscribe for, and the Company will issue, the same number of new Shares to the Vendor pursuant to the general mandate obtained by the Company from its shareholders.

Terms of the Proposed Vendor Placing, including the size of the Proposed Vendor Placing, the placing price and other terms will be determined through a book-building exercise to be conducted. Terms of the Proposed Subscription, including the number of new Shares, the subscription price and other terms will be determined by the Company, the Vendor and the Placing Agents with reference to the terms of the Proposed Vendor Placing, where the number of new Shares will be the same as the Vendor Placing Shares and the subscription price will be the same as the placing price of the Vendor Placing Shares. Upon finalisation of the terms of the Proposed Vendor Placing and the Proposed Subscription, it is expected that J.P. Morgan and Goldman Sachs as the placing agents will enter into the Placing and Subscription Agreement with the Company and the Vendor for the Proposed Vendor Placing on a fully underwritten basis and for the Proposed Subscription.

The Vendor Placing Shares will not be offered to the public in Hong Kong and it is not expected that any of the Vendor Placing Shares will be placed to any connected persons of the Company.

The Vendor Placing Shares have not been and will not be registered under the U.S. Securities Act, and the Vendor Placing Shares will only be offered (i) within the United States in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with restrictions of, Rule 144A under the U.S. Securities Act or another exemption therefrom, and (ii) outside the United States in an offshore transaction in compliance with Regulation S under the U.S. Securities Act.

The Company reasonably believes that it is not, and will not as a result of the Proposed Vendor Placing and the Proposed Subscription become, a “passive foreign investment company” within the meaning of Section 1297 of the Internal Revenue Code, nor does it expect to become a “passive foreign investment company” within the meaning of Section 1297 of the Internal Revenue Code. If the Company were determined to be a “passive foreign investment company” within the meaning of Section 1297 of the U.S. Internal Revenue Code of 1986, as amended, there might be adverse tax consequences for a U.S. holder of the Shares.

## **PROPOSED USE OF PROCEEDS**

Completion of the Proposed Vendor Placing is subject to market conditions and investors’ interest. If the Proposed Vendor Placing and the Proposed Subscription are being carried out, the Company intends to use the net proceeds received by it for (i) building up CAR-T R&D and production facility in China, the US and Europe; (ii) global team building for the Group’s talent program and CAR-T therapies, including regulatory, R&D, production and commercialization; (iii) building up the GMP manufactory facilities for plasmid and biologics products; and (iv) as general working capital purpose.

## **INFORMATION ABOUT THE GROUP AND THE VENDOR**

The Company was incorporated in the Cayman Islands on May 21, 2015 as an exempted company with limited liability under the laws of the Cayman Islands. The Group is a well-recognized life sciences research and application service and product provider that applies its proprietary technology to various fields from basic life sciences research to translational biomedical development, industrial synthetic products, and cell therapeutic solutions. The services and products include (i) bio-science services and products, (ii) industrial synthetic biology products, and (iii) cell therapy.

The Vendor is a company incorporated under the laws of the State of Delaware of the United States, which is one of the controlling shareholders of the Company. The Vendor is an investment holding company.

## GENERAL

As no binding agreement in relation to the Proposed Vendor Placing and the Proposed Subscription has been entered into as at the time of publication of this announcement, the Proposed Vendor Placing and the Proposed Subscription may or may not materialise as contemplated or at all. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Vendor Placing and the Proposed Subscription is entered into.

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“Company”	Genscript Biotech Corporation, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1548);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.;
“Group”	the Company and its subsidiaries;
“J.P. Morgan”	J.P. Morgan Securities (Asia Pacific) Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing and Subscription Agreement”	the agreement to be entered into between the Company, the Vendor, J.P. Morgan, and Goldman Sachs in relation to the Proposed Vendor Placing;
“Proposed Subscription”	in connection with the Proposed Vendor Placing, the proposed subscription of new Shares by the Vendor pursuant to the general mandate obtained by the Company from its shareholders;

“Proposed Vendor Placing”	the proposed top-up placing of the Vendor Placing Shares;
“Shares”	ordinary shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended;
“Vendor”	Genscript Corporation, a company incorporated under the laws of the State of Delaware of the United States, which is one of the controlling shareholders of the Company; and
“Vendor Placing Shares”	the Shares to be placed by J.P. Morgan and Goldman Sachs pursuant to the Proposed Vendor Placing.

By Order of the Board  
**Genscript Biotech Corporation**  
**Dr. Zhang Fangliang**  
*Chairman and Chief Executive Officer*

Hong Kong, 4 June 2018

*As at the date of this announcement, our executive Directors are Dr. ZHANG Fangliang, Ms. WANG Ye, and Mr. MENG Jiange; our non-executive Directors are Dr. WANG Luquan and Mr. PAN Yuexin; and our independent non-executive Directors are Mr. GUO Hongxin, Mr. DAI Zumian, and Ms. ZHANG Min.*

\* *For identification purposes only*