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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)

**EXERCISE OF SHARE OPTIONS
AND
PROPOSED PLACING OF SHARES
BY A CONTROLLING SHAREHOLDER
ON A FULLY UNDERWRITTEN BASIS**

EXERCISE OF SHARE OPTIONS BY A CONTROLLING SHAREHOLDER

The Company announces that it has been informed by Ms. Wang that she has on 4 June 2018 exercised the Wang Share Options to subscribe for an aggregate of 15,000,000 Shares.

PROPOSED PLACING OF SHARES BY A CONTROLLING SHAREHOLDER ON A FULLY UNDERWRITTEN BASIS

The Company further announces that it has been informed that Ms. Wang is planning a placing of the Wang Placing Shares to certain investors. J.P. Morgan and Goldman Sachs have been appointed as the placing agents in respect of the Proposed Wang Placing.

As no binding agreement in relation to the Proposed Wang Placing has been entered into as at the time of publication of this announcement, the Proposed Wang Placing 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 Wang Placing is entered into.

EXERCISE OF SHARE OPTIONS BY A CONTROLLING SHAREHOLDER

Genscript Biotech Corporation (the “**Company**”) announces that it has been informed by Ms. Wang Ye (“**Ms. Wang**”) an executive director, the president and one of the controlling shareholders of the Company, that she has on 4 June 2018 after trading hours exercised certain options granted under the pre-IPO share option scheme of the Company adopted on 15 July 2015 (the “**Wang Share Options**”) to subscribe for an aggregate of 15,000,000 ordinary shares (the “**Wang Placing Shares**”) of US\$0.001 each of the Company (the “**Shares**”).

PROPOSED PLACING OF SHARES BY A CONTROLLING SHAREHOLDER ON A FULLY UNDERWRITTEN BASIS

The Company further announces that it has been informed by Ms. Wang on 4 June 2018 (after trading hours) that she is planning a placing of the Wang Placing Shares to certain investors. J.P. Morgan Securities (Asia Pacific) Limited (“**J.P. Morgan**”) and Goldman Sachs (Asia) L.L.C. (“**Goldman Sachs**”) have been appointed as the placing agents in respect of the proposed placing of the Wang Placing Shares (the “**Proposed Wang Placing**”).

Terms of the Proposed Wang Placing, including the size of the Proposed Wang Placing, placing price and other terms will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed Wang Placing, it is expected that J.P. Morgan and Goldman Sachs as the placing agents will enter into a placing agreement with Ms. Wang for the Proposed Wang Placing Shares on a fully underwritten basis.

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

The Wang Placing Shares have not been and will not be registered under the U.S. Securities Act, and the Wang 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 (as defined in the Company's announcement dated 4 June 2018), the Proposed Subscription (as defined in the Company's announcement dated 4 June 2018) and the Proposed Wang Placing 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.

As no binding agreement in relation to the Proposed Wang Placing has been entered into as at the time of publication of this announcement, the Proposed Wang Placing 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 Wang Placing is entered into.

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*