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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)

**UPDATE ON THE INVESTIGATION,
RESIGNATION OF NON-EXECUTIVE DIRECTOR,
APPOINTMENT OF EXECUTIVE DIRECTOR,
APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE OF CHAIRMAN OF THE BOARD,
CHANGE OF CHAIRPERSON OF
THE NOMINATION COMMITTEE,
CHANGE OF CHAIRPERSON OF
SANCTIONS RISK CONTROL COMMITTEE,
AND
CHANGE OF AUTHORIZED REPRESENTATIVE**

Reference is made to the announcement of the Company dated 21 September 2020.

The Board wishes to report on an update in connection with the Investigation pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board further announces that with effect from 22 November 2020:

- (1) Dr. Zhang Fangliang has resigned from the positions of non-executive Director, chairman of the Board, member and chairman of the nomination committee of the Company, and the member and chairman of the sanctions risk control committee of the Company;

- (2) Dr. Zhu Li (朱力) has been appointed as an executive Director;
- (3) Dr. Wang Xuehai (王學海) has been appointed as an independent non-executive Director;
- (4) Mr. Meng Jiange has been appointed as chairman of the Board;
- (5) Mr. Meng Jiange has been appointed as chairman of the nomination committee of the Company;
- (6) Ms. Wang Ye has been appointed as chairwoman of the sanctions risk control committee of the Company; and
- (7) Dr. Zhu Li has been appointed as the authorized representative of the Company.

UPDATE ON THE INVESTIGATION

Reference is made to the announcement of GenScript Biotech Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 21 September 2020 (the “**Announcement**”). Unless the context requires otherwise, terms used in this section of the announcement shall have the same meanings as defined in the Announcement.

The Company wishes to report that in connection with the Investigation (as defined in the Announcement), on 21 November 2020, it received from the family member of Dr. Zhang a copy of a notice of arrest issued by the the Customs Anti-Smuggling Department of Zhenjiang, the People’s Republic of China (“**PRC**”) (the “**Authority**”) dated 20 November 2020 in respect of Dr. Zhang (the “**Notice of Arrest**”). The Notice of Arrest stated that Dr. Zhang has been arrested for the suspected offence of smuggling goods prohibited by the import and export regulations under the laws of the PRC (the “**Arrest**”).

At the time of this announcement, two employees who had previously handled import and export activities of the Group have been arrested. (the “**Relevant Employees**”).

At the time of this announcement, to the best of the knowledge of the Company, no formal charge has been made against Dr. Zhang or the Relevant Employees.

As at the time of this announcement, save as disclosed above, to the Company’s knowledge, no arrest or charges have been made or filed against any entity or individual.

To the Company’s knowledge, there have been no other details released by the Authority as at the date of this announcement.

As at the date of this announcement, the Group’s business operations remain normal.

The Company has taken legal advice as appropriate. The Company will monitor this matter and will proactively assist the law enforcement authority with the Arrest, if required. The Company will make public announcement in a timely manner on any important development of the Investigation.

RESIGNATION OF NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD, CHAIRPERSON OF THE NOMINATION COMMITTEE AND CHAIRPERSON OF THE SANCTIONS RISK CONTROL COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Genscript Biotech Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Dr. Zhang Fangliang (“**Dr. Zhang**”) has tendered his resignation as non-executive Director, as chairman of the Board, as member and chairman of the nomination committee of the Company, as the member and chairman of the sanctions risk control committee of the Company, and as a director of Legend Biotech Corporation, a non-wholly owned subsidiary of the Company, whose shares are listed by way of American Depositary Shares on the Nasdaq Global Market (“**Nasdaq**”) in the United States, with effect from 22 November 2020. To avoid unnecessary distraction to the Company, Dr. Zhang considered his resignation to be in the interests of the Company and the shareholders of the Company. As Dr. Zhang was a non-executive Director and did not participate in the daily operation of the Group, the Company considered that his resignation as a Director will not materially affect the business and operations of the Group. As at the date of this announcement, the Group’s management team has remained stable under the leadership of Dr. Zhenyu (Patrick) Liu, the rotating chief executive officer of the Company.

Dr. Zhang has confirmed that there is no disagreement between him and the Board in any respect, and he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Dr. Zhang for his valuable contribution to the Company during his tenure of service.

APPOINTMENT OF EXECUTIVE DIRECTOR

The board announces that Dr. Zhu Li (朱力) (“**Dr. Zhu**”) has been appointed as an executive Director with effect from 22 November 2020.

The biographical details and other information of Dr. Zhu are set out below:

Dr. Zhu, aged 71, was the vice president of strategy of the Group from March 2010 to February 2017, the chief strategy officer of the Company from February 2017 to July 2019, and a consultant for the Company since 16 July 2019. Upon his appointment as executive Director, he will resume his role as the chief strategy officer of the Company.

Before joining the Group, Dr. Zhu worked at Clontech Laboratories, Inc. in California, USA as a director of molecular biology from January 1990 to March 2000, where he pioneered the commercialization of yeast two-hybrid system and a series of other advanced molecular biology techniques. Dr. Zhu founded Genetastix Corporation, Inc. and acted as the president and chief executive officer from May 2000 to December 2005. Genetastix Corporation, Inc. is a biotech company with a focus in creating a human antibody library in yeast and applying the genetic method in screening such antibody. Dr. Zhu then worked at biotech companies in China, serving as vice president of research at Cathay Biotech, Inc. from July 2006 to December 2008, and as vice president of HUYA Biomedical Technology (Shanghai) Co., Limited* (滬亞生物醫藥技術(上海)有限公司) from January 2009 to December 2009.

Dr. Zhu obtained a Bachelor of Science of Biology degree from the East China Normal University (華東師範大學) in June 1982 and a Doctor of Philosophy in molecular biology and immunology from Stanford University in July 1989.

Dr. Zhu has entered into a service contract with the Company for his role as the executive Director for an initial term of three years commencing on 22 November 2020 and is subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Dr. Zhu will not receive any remuneration from the Company for serving as an executive Director.

As at the date of this announcement, Dr. Zhu had (i) 1,035,117 shares of the Company; (ii) 518,320 outstanding share options granted on 28 March 2014 pursuant to a share option scheme adopted by the Company on 15 July 2015 with an exercise price of US\$0.077 per share of the Company; and (iii) 800,000 outstanding share options granted on 11 October 2017 pursuant to a share option scheme adopted by the Company on 7 December 2015 with an exercise price of HK\$8.33 per share of the Company. Save as disclosed in this announcement, as at the date of this announcement, Dr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed in this announcement, Dr. Zhu (i) does not hold any position with the Group; (ii) does not and did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years or any other major appointments and qualifications; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or any of their respective associates (as defined in the Listing Rules) of the Company.

Saved as disclosed above, there is no other information in relation to Dr. Zhu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Dr. Zhu’s appointment as an executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Dr. Wang Xuehai (王學海) (“**Dr. Wang**”) has been appointed as an independent non-executive Director with effect from 22 November 2020.

The biographical details and other information of Dr. Wang are set out below:

Dr. Wang, aged 46, obtained a Bachelor degree in geochemistry from the China University of Geosciences in 1996, and a Master degree and Doctor’s degree in business management both from the Wuhan University in 1999 and 2003, respectively. He also obtained an Executive Master of Business Administration from the Central Connecticut State University (中康乃狄克州立大學) in 2002.

From 2000 to 2003, he served as a vice president of Humanwell Healthcare (Group) Co., Ltd. (人福醫藥集團股份公司) (“**Humanwell Healthcare**”), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600079). He served as the vice president of Humanwell Healthcare from October 2000 to February 2003, the president of Humanwell Healthcare from February 2003 to October 2006, and then as the chairman of Humanwell Healthcare from October 2006 to April 2020. He also served as the chairman of Lifestyles Healthcare Pte Ltd* (樂福思健康集團公司) since September 2017 and as the chairman of Wuhan Jissbon Sanitary Products Limited* (武漢傑士邦衛生用品有限公司) since February 2001. Dr. Wang has been serving as a director of Humanwell Healthcare since April 2020 and as an independent director of Douyu International Holdings Limited, the shares of which are listed on Nasdaq (stock code: DOYU), since March 2019.

Dr. Wang is also the vice president of China Pharmaceutical Enterprises Association* (中國醫藥企業管理協會), an executive committee member of All-China Federation of Industry and Commerce* (中華全國工商業聯合會), a member of Hubei Provincial Committee of the Chinese People’s Political Consultative Conference* (中國人民政治協商會議湖北省委員會), the vice chairman of Hubei Federation of Industry and Commerce* (湖北省工商業聯合會), the president of Hubei Pharmaceutical Industry Association* (湖北省醫藥行業協會), the vice chairman of Hubei Youth Federation* (湖北省青年聯合會), and the president of Wuhan Young Entrepreneur Association* (武漢市青年企業家協會).

Pursuant to the letter of appointment made between Dr. Wang and the Company, Dr. Wang has been appointed for a term of three years commencing from 22 November 2020 and is subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company and the Listing Rules. Dr. Wang is entitled to an annual remuneration of HK\$240,000, which has been recommended by the remuneration committee of the Company and approved by the Board with reference to his duties and responsibilities in the Company and the prevailing market conditions.

The Company has received a written confirmation of independence according to Rule 3.13 of the Listing Rules from Dr. Wang.

As at the date of this announcement, Dr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Dr. Wang (i) does not hold any position with the Group; (ii) does not and did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years or any other major appointments and qualifications; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or any of their respective associates (as defined in the Listing Rules) of the Company.

Saved as disclosed above, there is no other information in relation to Dr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Dr. Wang's appointment as an independent non-executive Director.

APPOINTMENT OF CHAIRMAN OF THE BOARD

With effect from 22 November 2020, Mr. Meng Jiange has been appointed as the chairman of the Board.

APPOINTMENT OF CHAIRPERSON OF NOMINATION COMMITTEE

With effect from 22 November 2020, Mr. Meng Jiange has been appointed as the chairman of the nomination committee of the Company. The nomination committee of the Company will now comprise of one (1) executive Director, namely Mr. Meng Jiange (as the chairman), and two independent non-executive Directors, namely Mr. Dai Zumian, and Mr. Pan, as members.

APPOINTMENT OF CHAIRPERSON OF SANCTIONS RISK CONTROL COMMITTEE

With effect from 22 November 2020, Ms. Wang Ye has been appointed as the chairwoman of the sanctions risk control committee of the Company. The sanctions risk control committee of the Company will now comprise of four (4) members, namely Ms. Wang Ye (as the chairwoman), Mr. Meng Jiange, Mr. Eric Wang, and Mr. Shawn Wu.

CHANGE OF AUTHORIZED REPRESENTATIVE

The Board announces that Dr. Zhang ceased to be the authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules with effect from 22 November 2020 and that Dr. Zhu has been appointed as the authorized representative of the Company with effect from 22 November 2020.

The Board would like to express its warmest welcome to Dr. Zhu and Dr. Wang for joining the Board.

By order of the Board
Genscript Biotech Corporation
WANG Ye
Executive Director and President

Hong Kong, 22 November 2020

As at the date of this announcement, the executive Directors are Mr. Meng Jiange, Ms. Wang Ye and Dr. Zhu Li; the non-executive Directors are Dr. Wang Luquan, Mr. Pan Yuexin and Ms. Wang Jiafen; and the independent non-executive Directors are Mr. Guo Hongxin, Mr. Dai Zumian, Mr. Pan Jiuan and Dr. Wang Xuehai.

* *For identification purposes only*