

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Genscript Biotech Corporation, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Genscript Biotech Corporation to be held at 9:30 a.m. on Friday, 28 May 2021 at Conference Room, No. 1129 Shenfeng Road, Shangfang Town, Jiangning District, Nanjing, Jiangsu Province, PRC is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.genscript.com](http://www.genscript.com)), respectively. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

19 April 2021

\* For identification purposes only

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Details of Directors Proposed for Re-election</b> .....	8
<b>Appendix II — Explanatory Statement</b> .....	13
<b>Notice of Annual General Meeting</b> .....	16

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 9:30 a.m. on Friday, 28 May 2021 at Conference Room, No. 1129 Shenfeng Road, Shangfang Town, Jiangning District, Nanjing, Jiangsu Province, PRC or any adjournment thereof, the notice of which is set out on pages 16 to 20 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company, adopted on 7 December 2015 and as amended or supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Genscript Biotech Corporation, a company incorporated in the Cayman Islands on 21 May 2015 as an exempted company with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GS Corp”	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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Company
“Post-IPO Share Option Scheme”	the share option scheme adopted by the Company on 7 December 2015 and the details of which are disclosed in the Prospectus
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

---

## DEFINITIONS

---

“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 15 July 2015 and the details of which are disclosed in the Prospectus
“Proposed Extension of Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to extend the Proposed Issue Mandate by adding those shares that may be bought back under Proposed Repurchase Mandate in the manner as set out in the notice of Annual General Meeting
“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of the issued shares of the Company as at the date of passing the relevant resolution
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the number of the issued shares as at the date of passing of the relevant resolution
“Prospectus”	the prospectus dated 17 December 2015 of the Company issued in connection with the initial public offering in Hong Kong
“Restricted Share Award Scheme”	the restricted share award scheme adopted by the Company on 22 March 2019 and the details of which are disclosed in the announcement of the Company dated 22 March 2019
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.



**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)

*Executive Directors:*

Mr. Meng Jiange  
Ms. Wang Ye  
Dr. Zhu Li

*Non-executive Directors:*

Dr. Wang Luquan  
Mr. Pan Yuexin  
Ms. Wang Jiafen

*Independent non-executive Directors:*

Mr. Guo Hongxin  
Mr. Dai Zumian  
Mr. Pan Jiuan  
Dr. Wang Xuehai

*Registered office:*

4th Floor, Harbour Place  
103 South Church Street  
George Town, P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Principal place of business in*

*Hong Kong:*  
40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

19 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate and (ii) the re-election of the retiring Directors.

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

### **GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE**

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting to grant to the Directors the Proposed Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution in relation to the Proposed Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,954,849,180 Shares of nominal value of US\$0.001 each. Subject to the passing of the ordinary resolution numbered 4(A) granting the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 390,969,836 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the ordinary resolution numbered 4(B) granting the Proposed Repurchase Mandate, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the Proposed Issue Mandate as mentioned in the ordinary resolution numbered 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Proposed Issue Mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme.

### **GENERAL MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to approve the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares as at the date of the passing of the relevant resolution in relation to the Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 108 of the Articles of Association, Mr. Meng Jiange, Ms. Wang Jiafen, and Mr. Pan Jiuan, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

In accordance with Article 112 of the Articles of Association, Dr. Zhu Li and Dr. Wang Xuehai shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of the above named Directors are set out in Appendix I to this circular, which indicate how the Directors to be elected contribute to the diversity of the Board.

---

## LETTER FROM THE BOARD

---

### Procedure and Process for Nomination of Directors

The Nomination Committee shall recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

### Recommendation of the Nomination Committee and the Board

The Nomination Committee has considered the respective extensive experience in human resources and management, and healthcare field of Mr. Pan Jiuan and Dr. Wang Xuehai, their working profile and other experience and factors as set out in their respective biographical details in Appendix I to this circular. The Nomination Committee is satisfied that Mr. Pan and Dr. Wang have the required character, integrity and experience to continuously fulfil their role as an independent non-executive Director effectively. The Board believed that their re-election as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

In addition, Mr. Pan and Dr. Wang have made an annual confirmation of independence respectively pursuant to Rule 3.13 of the Listing Rules. During their appointment, they have demonstrated their ability to provide an independent view to the Company's matters. The Nomination Committee and the Board are of the view that they are able to continue to fulfill their role as independent non-executive Director and therefore propose to the Shareholders for re-election at the Annual General Meeting.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 24 May 2021.

---

## LETTER FROM THE BOARD

---

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate, and (ii) the re-election of the retiring Directors.

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.genscript.com](http://www.genscript.com)), respectively. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the proposed resolutions for (i) the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate, and (ii) the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Genscript Biotech Corporation**  
**Meng Jiange**  
*Chairman and Executive Director*

*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

**Director candidates**

**Mr. Meng Jiange (孟建革)**, aged 52, was appointed as an executive Director on 24 August 2015. He was also appointed as the chairman of the Board and the chairman of the Nomination Committee on 22 November 2020. He is primarily responsible for the development, positioning, and strategy planning of the Group. He was appointed as the vice president of finance of the Group in April 2010 when he joined the Group and was the vice president of investor relations between 1 December 2017 to 31 December 2019. He was appointed as the secretary of the Board from 1 January 2020 to 22 November 2020.

Mr. Meng has over 26 years of experience in finance and accounting. Prior to joining the Group, from July 1990 to October 1997, Mr. Meng worked at CCCC Guangzhou Dredging Co., Ltd.\* (中交廣洲航道局有限公司). From January 1999 to May 2000, Mr. Meng worked as the national finance manager at Guangdong Whirlpool Home Appliance Group\* (廣東惠而浦家電集團). From May 2000 to July 2004, Mr. Meng worked at Schering-Plough China\* (先靈葆雅中國公司) as a branch finance manager and the accounting and IT manager in the head office. From September 2004 to December 2007, Mr. Meng worked as the Asia finance controller of Saint-Gobain Grains and Powder Division. From March 2008 to March 2010, Mr. Meng worked as the chief financial officer of Quay Magnesium.

Mr. Meng graduated from Changsha Communications Institute\* (長沙交通學院) (currently known as Changsha University of Science Technology\* (長沙理工大學)) in the PRC with a Bachelor of Engineering degree in July 1990.

As at 31 December 2020, Mr. Meng has interests in 2,678,838 shares of the Company including 1,943,320 options granted under the Pre-IPO Share Option Scheme and 400,000 restricted shares under the Restricted Share Award Scheme. Save as disclosed herein, Mr. Meng does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Meng does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, Mr. Meng does not hold any other positions with the Company and its subsidiaries.

Save as disclosed herein, Mr. Meng does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

The Company has entered into a service contract with Mr. Meng for a fixed term of three years commencing from 1 December 2018 which can be terminated before the expiration of the term by not less than six months' notice in writing served by either party on the other. Mr. Meng is entitled to a remuneration of RMB10,000 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

Save as disclosed above, in relation to the re-election of Mr. Meng as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**Dr. Zhu Li (朱力)**, aged 71, is an executive Director and chief strategy officer of the Company. He is primarily responsible for strategy planning of the Company. He 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, a consultant for the Company from July 2019 to November 2020. He was appointed as an executive Director with effect from 22 November 2020. Upon his appointment as executive Director, he resumed 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.

As at 31 December 2020, Dr. Zhu has interests in 2,281,597 shares of the Company including 800,000 options granted under the Post-IPO Share Option Scheme and 200,000 restricted shares under the Restricted Share Award Scheme. Save as disclosed herein, Dr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Dr. Zhu does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, Dr. Zhu does not hold any other positions with the Company and its subsidiaries.

Save as disclosed herein, Dr. Zhu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

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 which can be terminated before the expiration of the term by not less than six months' notice in writing served by either party on the other. Dr. Zhu is not entitled to any remuneration from the Company for serving as an executive Director.

Save as disclosed above, in relation to the re-election of Dr. Zhu as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ms. Wang Jiafen (王佳芬)**, aged 69, was appointed as a non-executive Director of the Company on 26 November 2018 and is primary responsible for the Group's strategies and operational management.

Ms. Wang has over 41 years of experience in corporate management across various industries, including financial, food and retail services. She is currently the chairwoman of Shanghai Guanji Enterprise Management Consulting Co., Ltd.\* (上海觀詰企業管理諮詢公司) and a coach of Shanghai Lingjiao Enterprise Management Consulting Co. Ltd\* (上海領教企業管理諮詢有限公司). She has previously served as the vice chairwoman of Ping An Trust Co., Ltd.\* (平安信託有限責任公司) from 2011 to 2015. From 2008 to 2011, she was a partner of Granite Global Ventures (紀源資本). From 1996 to 2008, Ms. Wang served as the chairwoman and general manager of Bright Dairy Co., Ltd.\* (光明乳業股份有限公司) (SHA: 600597). From 1992 to 2002, she served as the chairwoman and general manager of Shanghai Dairy Company\* (上海市牛奶公司).

Ms. Wang has been serving as a non-independent director of Shnanghai Rongtai Health Technology Corporation Limited\* (上海榮泰健康科技股份有限公司) (SHA: 603579) since October 2019, an independent director of UE Furniture Co, Ltd. (浙江永藝家俱股份有限公司) (SHA: 603600) since 2017, an independent director of BESTORE Co., Ltd. 良品舖子股份有限公司(SHA: 603719) since November 2017, an independent director of Zhende Medical Co., Ltd (振德醫療用品股份有限公司) (SHA: 603301) since 2016, and a director of Shanghai Xintonglian Packaging Co., Ltd (上海新通聯包裝股份有限公司) (SHA: 603022) since 2011. She has also served as an independent director of Eurocrane (China) Co., Ltd\* (法蘭泰克重工股份有限公司) (SHA: 603966) from 2017 to 2018 and a director of Meinian Onehealth Healthcare Holdings Co., Ltd (美年大健康產業控股股份有限公司) (SZSE: 002044) since 2013 to November 2019.

Ms. Wang obtained her college degree in business management from Shanghai Television University\* (上海電視大學) in 1986 (now known as Shanghai Open University\* (上海開放大學)). She obtained her master degree in business administration from China Europe International Business School (中歐國際工商學院) in 2004.

As at 31 December 2020, Ms. Wang has interest in 270,000 options granted under the Post-IPO Share Option Scheme within the meaning of Part XV of the SFO.

Save as disclosed herein, Ms. Wang does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, Ms. Wang does not hold any other positions with the Company and its subsidiaries.

Save as disclosed herein, Ms. Wang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Ms. Wang has signed appointment letter with the Company for a term of three years with effect from 26 November 2018. Ms. Wang is entitled to a fixed Director's fee of HK\$240,000 per annum.

Save as disclosed above, in relation to the re-election of Ms. Wang as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. Pan Jiuan (潘九安)**, aged 52, was appointed as an independent non-executive Director of the Company on 26 November 2018. Mr. Pan is a member of each of the audit committee and the Nomination Committee of the Company.

Mr. Pan has over 21 years of experience in human resources and management across various industries, including education, kitchen electrical appliances, office automated facilities, textile and garment. He is currently the chief executive officer of Ningbo Liangzhixin Culture Media Co., Ltd.\* (寧波良知行文化傳媒有限公司) from January 2021. From May 2020 to December 2020, he served as the chief executive officer of Shanghai FastLink Door Co., Limited\* (上海快聯門業有限公司). From 2018 to 2020, he served as the chief human resources officer of Shanghai Lingjiao Enterprise Management Consulting Co. Ltd\* (上海領教企業管理諮詢有限公司). From 2010 to 2013 and 2003 to 2010, he served as the corporate group director of human resources of each of K-Boxing Men's Wear (Shanghai) Co. Ltd.\* (勁霸男裝(上海)有限公司) and Ningbo Fotile Kitchen Appliances Co. Ltd.\* (寧波方太廚具有限公司), respectively. From 1994 to 2002, he was the deputy manager, manager, and senior manager of Minolta Industries (HK) Limited (美能達實業(香港)有限公司).

Mr. Pan obtained his bachelor degree in law from Central South University of Technology\* (中南工業大學) (now known as Central South University\* (中南大學)) in 1991. He obtained his qualification as a lawyer in the People's Republic of China in 1994. He also obtained the national manager qualification\* (國家一級經理人資格) from Shanghai Jiao Tong University Center for Quality Management\* (上海交通大學卓越管理中心) in 2016. He further obtained the certificate of chief human resources officer from Remin University\* (中國人民大學) in 2018.

As at 31 December 2020, Mr. Pan has interest in 270,000 options granted under the Post-IPO Share Option Scheme within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Pan does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, Mr. Pan does not hold any other positions with the Company and its subsidiaries.

Save as disclosed herein, Mr. Pan does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Pan has signed an appointment letter with the Company for a term of three years with effect from 26 November 2018. Mr. Pan is entitled to a fixed Director's fee of HK\$240,000 per annum.

Save as disclosed above, in relation to the re-election of Mr. Pan as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

**Dr. Wang Xuehai** (王學海), aged 46, was appointed as an independent executive Director on November 22, 2020.

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 Global Select Market (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).

Dr. Wang obtained a Bachelor degree in geochemistry from the China University of Geosciences\* (中國地質大學) in 1996, and a Master degree and Doctor’s degree in business management both from the Wuhan University\* (武漢大學) 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.

As at 31 December 2020, Dr. Wang has interests in 210,000 options granted under the Post-IPO Share Option Scheme of the Company. Save as disclosed herein, Dr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Dr. Wang does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, Dr. Wang does not hold any other positions with the Company and its subsidiaries.

Save as disclosed herein, Dr. Wang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Dr. Wang has signed an appointment letter with the Company 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.

Save as disclosed above, in relation to the re-election of Dr. Wang as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

\* For identification purpose only

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.*

## SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,954,849,180 Shares. Subject to the passing of the resolution granting of the Proposed Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 195,484,918 Shares representing 10% of the number of issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

## REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital payable on a share repurchase may be paid out of the profits of the Company, out of the share premium account, out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either or both the profits of the Company or out of the share premium account before or at the time the Shares are repurchased, or out of capital subject to and in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Group, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.



**GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is approved by the Shareholders.

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of Dr. Zhang Fangliang, Ms. Wang Ye and Dr. Wang Luquan was interested in 944,684,581 Shares, representing approximately 48.33% of the issued share capital of the Company, respectively. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of each of Dr. Zhang Fangliang, Ms. Wang Ye and Dr. Wang Luquan in the Company will be increased to approximately 53.69% of the issued share capital of the Company, respectively. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.



## SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
<b>2020</b>		
April	13.92	11.88
May	17.98	13.12
June	20.10	15.42
July	18.16	14.72
August	17.12	14.50
September	15.18	10.12
October	13.38	10.54
November	13.36	10.22
December	13.38	10.96
<b>2021</b>		
January	11.60	9.90
February	15.16	9.66
March	15.34	12.60
April (up to the Latest Practicable Date)	16.38	13.66

---

## NOTICE OF ANNUAL GENERAL MEETING

---



**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)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2021 Annual General Meeting (the “**AGM**”) of Genscript Biotech Corporation (the “**Company**”) will be held at Conference Room, No. 1129 Shenfeng Road, Shangfang Town, Jiangning District, Nanjing, Jiangsu Province, PRC at 9:30 a.m. on Friday, 28 May 2021 for the following purposes:

**As ordinary business:**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2020.
2. (A) To re-elect the following persons as Directors:
  - (i) To re-elect Mr. Meng Jiange as executive Director;
  - (ii) To re-elect Dr. Zhu Li as executive Director;
  - (iii) To re-elect Ms. Wang Jiafen as non-executive Director;
  - (iv) To re-elect Mr. Pan Jiuan as independent non-executive Director; and
  - (v) To re-elect Dr. Wang Xuehai as independent non-executive Director.

(B) To authorize the board of Directors (the “**Board**”) to fix remuneration of the Directors.
3. To re-appoint Ernst & Young, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix remuneration of auditor.

\* For identification purposes only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### As special business:

To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

4(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (iv) below); or (b) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
  - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (1) the conclusion of the next annual general meeting of the Company; or
    - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
    - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) “Rights Issue” means an offer of shares in the capital of the Company, or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

4(B) “That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (v) below) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which are authorized to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- 4(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of passing of the said resolutions.”

By Order of the Board  
**Genscript Biotech Corporation**  
**Meng Jiange**  
*Chairman and Executive Director*

Hong Kong, 19 April 2021

*Registered office:*

4th Floor, Harbour Place  
103 South Church Street  
George Town, P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Principal place of business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen’s Road East  
Hong Kong

*Notes:*

- (i) The ordinary resolution numbered 4(C) above will be proposed to the shareholders for approval provided that the ordinary resolutions numbered 4(A) and 4(B) above are passed by the shareholders.
- (ii) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iv) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
- (v) In the case of joint holders of any shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company will alone be entitled to vote in respect of such shares.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (vi) On a poll, every shareholder present at the AGM shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the AGM at which the poll was so required or demanded.
- (vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 May 2021.
- (viii) In respect of the ordinary resolution numbered 2 above, Mr. Meng Jiange, Dr. Zhu Li, Ms. Wang Jiafen, Mr. Pan Jiuan and Dr. Wang Xuehai shall retire and, being eligible, offered themselves for re-election at the AGM. Details of the above retiring Directors are set out in Appendix I to the accompanied circular of the Company dated 19 April 2021.
- (ix) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate, other than shares which may fall to be allotted and issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (x) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated 19 April 2021.
- (xi) As at the date of this notice, 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.