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**Pharmaron Beijing Co., Ltd.\***

**康龍化成（北京）新藥技術股份有限公司**

*(a joint stock company incorporated in the People’s Republic of China with limited liability)*

**(Stock Code: 3759)**

**ADJUSTMENT OF THE CONVERSION PRICE OF US\$300.0 MILLION  
ZERO COUPON CONVERTIBLE BONDS DUE 2026**

**(Debt Stock Code: 40725)**

**AND**

**ADJUSTMENT OF THE CONVERSION PRICE OF RMB\$1,916.0 MILLION  
ZERO COUPON US\$-SETTLED CONVERTIBLE BONDS DUE 2026**

**(Debt Stock Code: 40733)**

**ADJUSTMENT OF THE CONVERSION PRICE OF US\$300.0 MILLION ZERO  
COUPON CONVERTIBLE BONDS DUE 2026**

In accordance with the terms and conditions of the Series 1 Bonds, as a result of the declaration of the Final Dividends and the Capitalization of Reserve by the Company, the conversion price of the Series 1 Bonds will be adjusted from HK\$250.75 per H Share to HK\$166.42 per H Share with effective from June 14, 2022, being the day immediately after the Record Date, i.e. June 13, 2022, for determining H Shareholders’ entitlement to the Final Dividends and Capitalization of Reserve.

## **ADJUSTMENT OF THE CONVERSION PRICE OF RMB\$1,916.0 MILLION ZERO COUPON US\$-SETTLED CONVERTIBLE BONDS DUE 2026**

In accordance with the terms and conditions of the Series 2 Bonds, as a result of the declaration of the Final Dividends and the Capitalization of Reserve by the Company, the conversion price of the Series 2 Bonds will be adjusted from HK\$229.50 per H Share to HK\$152.32 per H Share with effective from June 14, 2022, being the day immediately after the Record Date, i.e. June 13, 2022, for determining H Shareholders' entitlement to the Final Dividends and Capitalization of Reserve.

References are made to (i) the announcements (the “**Bonds Announcements**”) of Pharmaron Beijing Co., Ltd. (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) dated June 8, 2021, June 9, 2021, June 11, 2021, June 18, 2021 and June 21, 2021 in relation to the issue of US\$300.0 million zero coupon convertible bonds due 2026 (the “**Series 1 Bonds**”) and RMB1,916.0 million zero coupon US\$-settled convertible bonds due 2026 (the “**Series 2 Bonds**”, and together with the Series 1 Bonds, the “**Bonds**”); (ii) the annual results announcement (the “**Annual Results Announcement**”) of the Company dated March 27, 2022 for the year ended December 31, 2021; (iii) the circular (the “**Circular**”) of the Company dated May 6, 2022 relating to the 2021 annual general meeting of the Company (the “**AGM**”); (iv) the announcement dated May 30, 2022 in relation to the final number of additional conversion shares to be issued by the Company; and (v) the poll results announcement (the “**Poll Results Announcement**”, and together with the Bonds Announcements and the Annual Results Announcement, the “**Related Announcements**”) of the Company dated May 31, 2022 in relation to the approval by the Shareholders of, among other things, the 2021 Profit Distribution Plan and Capitalization of Reserve at the AGM. Unless otherwise defined, all terms used herein shall have the same meanings as those defined in the Related Announcements and the Circular.

As disclosed in the Poll Results Announcement, the Company will distribute cash dividends for the year ended December 31, 2021 and conduct Capitalisation of Reserve. An aggregate amount of RMB357.3 million (inclusive of tax) (representing a dividend of RMB0.45 (inclusive of tax) per Share based on the total issued Shares as at the Record Date) (the “**Final Dividends**”) will be issued to the Shareholders and a total of 397,022,543 Shares comprising 67,008,250 New H Shares and 330,014,293 New A Shares based on the Company's total share capital of 794,045,086 Shares will be issued on the basis of five (5) Capitalization Shares for every existing ten (10) Shares by way of capitalization of reserve.

## **ADJUSTMENT OF THE CONVERSION PRICE OF US\$300.0 MILLION ZERO COUPON CONVERTIBLE BONDS DUE 2026**

Pursuant to the terms and conditions of the Series 1 Bonds, the price at which H Shares will be issued upon conversion (“**Series 1 Bonds Conversion Price**”) is subject to adjustment for, among other things, profit distributions and capitalization of reserve made by the Company. The Company therefore announces that the Series 1 Bonds Conversion Price will be adjusted from HK\$250.75 per H Share, being the initial Series 1 Bonds Conversion Price to HK\$166.42 per H Share (the “**Series 1 Bonds Adjusted Conversion Price**”) as a result of the approval of the payment of the Final Dividends and the Capitalization of Reserve by the Shareholders at the AGM with effective from June 14, 2022, being the day immediately after the Record Date, i.e. June 13, 2022, for determining H Shareholders’ entitlement to the Final Dividends and Capitalization of Reserve. Save as disclosed above, all other terms of the Series 1 Bonds remain unchanged.

As at the date of this announcement, the total number of the issued shares of the Company is 794,045,086 Shares (comprising 660,028,586 A Shares and 134,016,500 H Shares). Assuming full conversion of the Series 1 Bonds at the Series 1 Bonds Adjusted Conversion Price, the H Shares that may be convertible and issuable under the Series 1 Bonds will increase from approximately 9,282,711 H Shares to approximately 13,986,540 H Shares, representing 10.44% of the total issued H share capital of the Company as at the date of this announcement, and approximately 6.07% of the enlarged total issued H share capital of the Company resulting from the full conversions of the Series 1 Bonds and the Series 2 Bonds (see below), and the completion of the Capitalization of Reserve. The additional 4,703,829 H Shares issuable in the event of a full conversion of the Series 1 Bonds after the Series 1 Bonds Adjusted Conversion Price becoming effective will be allotted and issued by the Company pursuant to the Convertible Bonds-Related Specific Mandate granted at the AGM held on May 31, 2022.

## **ADJUSTMENT OF THE CONVERSION PRICE OF RMB1,916.0 MILLION ZERO COUPON US\$-SETTLED CONVERTIBLE BONDS DUE 2026**

Pursuant to the terms and conditions of the Series 2 Bonds, the price at which H Shares will be issued upon conversion (“**Series 2 Bonds Conversion Price**”) is subject to adjustment for, among other things, profit distributions and capitalization of reserve made by the Company. The Company therefore announces that the Series 2 Bonds Conversion Price will be adjusted from HK\$229.50 per H Share, being the initial Series 2 Bonds Conversion Price to HK\$152.32 per H Share (the “**Series 2 Bonds Adjusted Conversion Price**”) as a result of the approval of the payment of the Final Dividends and the Capitalization of Reserve by the Shareholders at the AGM with effective from June 14, 2022, being the day immediately after the Record Date, i.e. June 13, 2022, for determining H Shareholders’ entitlement to the Final Dividends and Capitalization of Reserve. Save as disclosed above, all other terms of the Series 2 Bonds remain unchanged.

As at the date of this announcement, the total number of the issued shares of the Company is 794,045,086 Shares (comprising 660,028,586 A Shares and 134,016,500 H Shares). Assuming full conversion of the Series 2 Bonds at the Series 2 Bonds Adjusted Conversion Price, the H Shares that may be convertible and issuable under the Series 2 Bonds will increase from approximately 10,137,685 H Shares to approximately 15,274,414 H Shares, representing 11.40% of the total issued H share capital of the Company as at the date of this announcement, and approximately 6.63% of the enlarged total issued H share capital of the Company resulting from the full conversions of Series 1 Bonds (see above) and the Series 2 Bonds, and the completion of the Capitalization of Reserve. The additional 5,136,729 H Shares issuable in the event of a full conversion of the Series 2 Bonds after the Series 2 Bonds Adjusted Conversion Price becoming effective will be allotted and issued by the Company pursuant to the Convertible Bonds-Related Specific Mandate granted at the AGM held on May 31, 2022.

**This announcement also serves as a notification to the holders of the Bonds in respect of the adjustment to the Conversion Price in accordance with the trust deed constituting the Bonds entered into between the Company and Citicorp International Limited on June 18, 2021.**

**Any holder of the Bonds who is in doubt as to the action to be taken should consult his/her/its stockbroker, bank manager, solicitor, professional accountant or other professional adviser.**

By order of the Board  
**Pharmaron Beijing Co., Ltd.\***  
**Dr. Lou Boliang**  
*Chairman*

Beijing, the PRC  
June 13, 2022

*As at the date of this announcement, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Chen Pingjin, Mr. Hu Baifeng, Mr. Li Jiaqing and Mr. Zhou Hongbin as non-executive Directors; Mr. Dai Lixin, Ms. Chen Guoqin, Mr. Tsang Kwan Hung Benson and Mr. Yu Jian as independent non-executive Directors.*

\* *For identification purposes only*