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Jiangsu Recbio Technology Co., Ltd.

江蘇瑞科生物技術股份有限公司

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

(Stock Code: 2179)

(1) PROPOSED ISSUANCE OF DOMESTIC SHARES
(2) PROPOSED AUTHORIZATION TO THE BOARD
AND ITS DELEGATED PERSONS TO DEAL WITH MATTERS
RELATING TO THE ISSUANCE OF DOMESTIC SHARES
(3) PROPOSED CHANGE OF REGISTERED CAPITAL
AND
(4) PROPOSED AMENDMENTS TO CERTAIN PROVISIONS OF
THE ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**Inside Information Provisions**”) and Rule 13.09(2)(a) of the Listing Rules.

The Board is pleased to announce that, in order to further enhance the overall competitiveness of the Company, increase the risk resistance capacity, replenish the research and development funds for product pipelines under research, and promote the stable and healthy development of its business, on October 31, 2022, the Board meeting approved the resolutions on the Company's issuance of Domestic Shares, and proposed to issue not more than 57,955,560 Domestic Shares to not more than 35 qualified domestic institutional investors under the specific mandate. Details of the Issuance are as follows:

PROPOSED ISSUANCE OF DOMESTIC SHARES

In accordance with the requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Supervision and Administration of Non-listed Public Companies, the Listing Rules and other relevant laws and regulations, departmental rules and normative documents, the Company has proposed the Issuance plan as follows:

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| Class and nominal value of shares to be issued | : The ordinary Domestic Shares with a nominal value of RMB1.00 each to be issued under the Issuance will be subscribed for by domestic investors in RMB. |
| Number of shares to be issued | : The Issuance will be completed upon completion of the Proposed H Share Full Circulation. The number of Domestic Shares to be issued under the Issuance shall not exceed 57,955,560 shares, representing approximately 15.36% and 12.00% of the existing total issued Domestic Shares and the total number of Shares in issue immediately prior to the Issuance, respectively, and approximately 13.31% and 10.71% of the total issued Domestic Shares and the total number of Shares in issue immediately after the Issuance, respectively. The actual number of Domestic Shares to be issued shall be subject to the approval by the regulatory authorities and the final subscription amount by the subscribers. |

- Subscribers** : The subscribers of the Issuance shall be no more than 35 qualified domestic institutional investors, including but not limited to the existing Shareholders of the Company, but excluding any connected persons under the Listing Rules. The specific subscribers and the number of Domestic Shares to be subscribed for shall be determined by the Board and its delegated persons based on the communication between the Company and the potential subscribers and the regulatory authorities. The actual subscribers and the number of Domestic Shares to be subscribed for shall be subject to the approval by the regulatory authorities.
- As at the date of this announcement, the Company has not identified any potential subscribers for the Issuance. If the potential subscribers are connected persons of the Company as defined under the Listing Rules, the Company shall comply with the relevant requirements under Chapter 14A of the Listing Rules.
- Issue price** : The price of the Issuance shall be determined by the Board and its delegated persons at the time of final issuance in accordance with the market practices and regulatory requirements, taking into account the prevailing market conditions and the share price of the Company, after fully considering the interests of the Shareholders, the acceptance level of the investors and the issuance risks. The exchange rate for the final issue price shall be determined based on the exchange rate of Hong Kong dollars to Renminbi as announced by the People's Bank of China on the date when the issue price of the Domestic Shares is determined.
- Method of issuance** : Ordinary Domestic Shares will be issued under the Issuance to selected subscribers by way of non-public issuance.
- Lock-up arrangement** : The Domestic Shares to be issued under the Issuance shall comply with the requirements of the laws and regulations of the PRC and the Articles of Association in relation to share transfer. Save for the above circumstances, there is no other lock-up arrangement.
- Disposal of accumulated undistributed profits** : The accumulated undistributed profits prior to the completion of the Issuance shall be shared by all Shareholders of the Company upon the completion of the Issuance on a pro rata basis at that time.
- Use of proceeds** : The proceeds from the Issuance shall be used for the preclinical and clinical studies and registration of the Group's vaccine candidates; for continuing to optimize, develop and commercialize the Company's vaccine pipelines; for further strengthening the Company's research and development capabilities and improving operational efficiencies; for replenishing working capital and for general corporate purposes.
- Validity period of the Issuance plan** : The validity period of the Issuance plan shall be 12 months from the date of consideration and approval at the general meeting and class meetings of the Company.

The relevant resolutions in relation to the Issuance are subject to the consideration and approval at the general meeting and the class meetings and the approval by the relevant regulatory authorities. The final plan approved by the relevant regulatory authorities shall prevail.

CONDITIONS OF THE ISSUANCE

The Issuance is subject to the fulfillment of the following conditions precedent:

- (1) the approval of the proposed Issuance having been obtained at the general meeting and class meetings of the Company;
- (2) the authorization from the Shareholders to the Board having been obtained at the general meeting and class meetings of the Company;
- (3) the approval of the plan for Issuance having been obtained from the CSRC and other relevant regulatory authorities; and
- (4) the entering into of subscription agreement(s) by the Company with investors and such subscription agreement(s) not being terminated in accordance with the terms therein.

As at the date of this announcement, the Company has not applied to the CSRC and other relevant regulatory authorities in respect of the Issuance, and the details of the plan for the Issuance have not been finalized. The Company will make further announcement(s) on the progress of the Issuance in accordance with the requirements of the Inside Information Provisions and/or the Listing Rules.

RANKING OF NEW DOMESTIC SHARES

The new Domestic Shares of the Company to be issued under the Issuance, when fully paid, will rank *pari passu* in all respects with the Domestic Shares that have been issued by the Company.

As the completion of the Issuance is subject to the satisfaction of certain conditions, the Issuance may or may not proceed. The Company will make timely disclosure on any further details in relation to the Issuance. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

EFFECT OF THE ISSUANCE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the total number of Shares of the Company in issue is 482,963,000, which comprises 377,322,880 Domestic Shares, 12,000,000 Unlisted Foreign Shares and 93,640,120 H Shares.

Assuming that the total number of 57,955,560 Domestic Shares will be issued under the Issuance and there is no change in the total number of Shares of the Company in issue since the date of this announcement, the shareholding structure of the Company (1) as at the date of this announcement; (2) immediately after the completion of the Proposed H Share Full Circulation; and (3) immediately after the completion of the Issuance (assuming that the Proposed H Share Full Circulation has been completed) is set out as follows:

	As at the date of this announcement		Immediately after the completion of the Proposed H Share Full Circulation		Immediately after the completion of the Issuance (assuming that the Proposed H Share Full Circulation has been completed)	
	Number of Shares	Approximate percentage of total number of Shares issued by the Company (%)	Number of Shares	Approximate percentage of total number of Shares issued by the Company (%)	Number of Shares	Approximate percentage of total number of Shares issued by the Company (%)
Domestic Shares	377,322,880	78.13	154,824,311	32.06	212,779,871	39.34
Unlisted Foreign Shares	12,000,000	2.48	12,000,000	2.48	12,000,000	2.22
H Shares	93,640,120	19.39	316,138,689	65.46	316,138,689	58.44
Total	482,963,000	100	482,963,000	100	540,918,560	100

The Company expects that, upon the completion of the Issuance (assuming no subscribers will become connected persons of the Company after participating in the Issuance), (i) the number of H Shares held by the public represents approximately 53.96% of the total share capital of the Company in issue, which satisfies the minimum percentage prescribed in the waiver granted by the Stock Exchange from strict compliance with the conditions imposed under Rule 8.08(1) of the Listing Rules, and (ii) the Company will continue to comply with the public float requirements under Rules 8.08(1)(a) and 18A.07 of the Listing Rules.

EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company's H Shares were listed on the Main Board of the Stock Exchange on March 31, 2022, and the net proceeds from the Global Offering amounted to approximately HK\$672.4 million. As of September 30, 2022, the Company had used the net proceeds from the Global Offering for the following purposes:

	Net proceeds used for related purposes (RMB'000)	Percentage of total net proceeds (%)	Actual utilized amount of proceeds as of September 30, 2022 (RMB'000)	Unutilized amount of proceeds as of September 30, 2022 (RMB'000)
1. Continuous optimization, development and commercialization of our HPV vaccine pipeline, including our Core Product, the recombinant HPV 9-valent vaccine REC603, as follows:	316,633	47.3	19,800	296,833
(1) The ongoing phase III clinical trial, registration, manufacturing and commercialization of our Core Product, REC603	302,393	45.2	15,586	286,807
(2) Preclinical and clinical research for other HPV vaccine candidates, namely our recombinant HPV bivalent vaccine candidates REC601 and REC602 and adjuvanted second-generation HPV vaccine candidates REC604a and REC604b	14,240	2.1	4,214	10,026

	Net proceeds used for related purposes (RMB'000)	Percentage of total net proceeds (%)	Actual utilized amount of proceeds as of September 30, 2022 (RMB'000)	Unutilized amount of proceeds as of September 30, 2022 (RMB'000)
2. Preclinical and clinical studies, registration of recombinant COVID-19 vaccine, namely recombinant COVID-19 vaccine, REC611, mRNA COVID-19 Vaccine, REC618	118,798	17.7	42,300	76,498
3. Preclinical and clinical studies, registration of recombinant shingles vaccine, REC610	80,464	12.0	3,689	76,775
4. Preclinical and clinical studies, registration of virus vectored adult TB vaccine, REC607, and recombinant adult TB vaccine, REC606	34,929	5.2	4	34,925
5. Preclinical and clinical studies, registration of recombinant HFMD vaccine, REC605, recombinant influenza quadrivalent vaccine, REC617, and other vaccines	26,087	3.9	2,799	23,288
(i) Recombinant HFMD vaccine, REC605	9,025	1.4	83	8,942
(ii) Recombinant influenza quadrivalent vaccine, REC617	6,970	1.0	6	6,964
(iii) Other vaccines	10,092	1.5	2,710	7,382
6. Further enhancement of our R&D capabilities and improvement in our operating efficiencies, including:	44,513	6.7	4,063	40,450
(1) Enhancement of our technology platforms to support our ongoing needs	18,010	2.7	616	17,394
(2) Establishment of our manufacturing and quality control system and upgrade of information technology infrastructure	26,503	4.0	3,447	23,056
7. Working capital and general corporate purposes	48,290	7.2	17,635	30,655
Total	669,714	100	90,290	579,424

The net proceeds will be applied in the manner as set out in the section headed “Future Plans and Use of Proceeds” of the Prospectus.

To the extent that the net proceeds from the Global Offering are not immediately applied to the above purposes and to the extent permitted by the relevant law and regulations, so long as it is deemed to be in the best interests of the Company, the Company may hold such funds in short-term deposits with licensed banks or authorized financial institutions in Hong Kong. The Company expects to complete the use of net proceeds from the Global Offering by the end of 2023. The Company will make an appropriate announcement if there is any change to the above proposed use of proceeds.

Note: The expected schedule for the use of the net unused proceeds from the Global Offering is based on the best estimates made by the Group. This schedule may change due to future developments and events beyond the Group’s control.

Save as disclosed above, there were no other fund raising activities involving issuance of equity securities of the Company in the 12 months preceding the date of this announcement.

PROPOSED AUTHORIZATION TO THE BOARD AND ITS DELEGATED PERSONS TO DEAL WITH MATTERS RELATING TO THE ISSUANCE OF DOMESTIC SHARES

The Board proposes to the general meeting and the class meetings to authorize the Board, which would in turn delegate the authority to specific persons (unless otherwise authorized by the Board, such persons being the chairman of the Board and the secretary of the Board of the Company) to severally or jointly deal with matters relating to the Issuance, including but not limited to:

1. signing and submitting the applications, reports and other documents related to the Issuance to the regulatory authorities, and completing certain procedures such as those for approval, registration, filing, licensing and consent;
2. determining the specific plan for the Issuance, including but not limited to the determination of the number of Shares to be issued, the subscribers, the final price, the issuance timing and method, the lock-up period, the specific investment amount to be invested with the proceeds raised from the Issuance and other relevant matters, subject to the limitations of the plan for the Issuance as approved at the general meeting and class meetings;

making corresponding adjustments to the specific plan of the Issuance and other relevant matters (including the suspension and termination of the plan) in the event of changes in relevant laws, regulations or normative documents, or changes in regulatory policies or market conditions, except for matters that are required to be re-voted at the general meeting and class meetings pursuant to the requirements of relevant laws, regulations, normative documents and the Articles of Association;

3. negotiating and signing the subscription agreement(s) in respect of the Domestic Shares with the subscribers and confirming any amendments, implementation and termination of the subscription agreement(s) in respect of the Domestic Shares;
4. handling the relevant work in relation to obtaining the approvals from the CSRC, the Stock Exchange and/or other relevant regulatory authorities for the Issuance;
5. engaging and appointing domestic and foreign lawyers and other advisers in relation to the Issuance, and signing the engagement agreements and other relevant legal documents according to the actual needs of the Issuance;
6. making appropriate amendments to the relevant contents of the plan for the Issuance according to the actual situation of the Issuance and the approval documents or requirements of the relevant regulatory authorities;
7. signing, implementing, modifying and completing all the documents related to the Issuance, and conducting all the desirable or appropriate actions and matters related to the Issuance;
8. approving the publication of announcements, circulars and notices related to the Issuance on the websites of the Stock Exchange and the Company, and submitting relevant forms, documents or other information to the Stock Exchange;
9. upon completion of the Issuance, increasing the registered capital of the Company and making corresponding amendments to the provisions in the Articles of Association in respect of the registered capital and shareholding structure of the Company according to the status of

the Issuance, and completing the relevant approval formalities with the regulatory authorities and relevant formalities for change, registration and filing with the administrative authorities for market regulation and other relevant government departments (including the application for change of the company registration matters and update of business license, etc.);

10. taking all necessary measures to deal with other matters related to the Issuance in compliance with the relevant laws and regulations.

PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY

As the registered capital of the Company will change upon completion of the Issuance, the Company will amend the relevant provisions of the Articles of Association in accordance with the requirements of domestic and overseas laws, regulations and other regulatory documents, and report to the administrative authorities for market regulation for filing.

The Board hereby proposes to the general meeting and class meetings to approve the authorization to the Board, which would in turn delegate the authority to specific persons (unless otherwise authorized by the Board, such persons being the chairman of the Board and the secretary of the Board of the Company) to severally or jointly increase the registered capital of the Company based on the results of the Issuance, complete the relevant approval formalities with the regulatory authorities and relevant formalities for registration and filing with the administrative authorities for market regulation (including the application for change of the company registration matters and update of business license, etc.) upon completion of the Issuance.

PROPOSED AMENDMENTS TO CERTAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

In view of the changes in the registered capital and share capital structure of the Company upon completion of the Issuance, the Company will amend certain provisions of the Articles of Association currently in force (the “**Amendments to the Articles**”).

The Board hereby proposes to the general meeting and class meetings to approve the authorization to the Board, which would in turn delegate the authority to specific persons (unless otherwise authorized by the Board, such persons being the chairman of the Board and the secretary of the Board of the Company) to severally or jointly make corresponding amendments to the Articles of Association in respect to the registered capital and shareholding structure of the Company according to the status of the Issuance, and complete the change, filing and registration with the company registration and regulatory authorities and other relevant government departments upon the completion of the Issuance.

The Amendments to the Articles are subject to the approval by the general meeting and class meetings of the Company of the relevant authorization for the Issuance and shall take effect from the date of completion of the Issuance. Prior to that, the existing Articles of Association of the Company shall remain valid.

GENERAL

This announcement does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

The Board will submit the above matters to the extraordinary general meeting and/or the class meetings (as the case may be) for consideration and approval in accordance with the relevant provisions. A circular containing, among other things, details of the above matters, a notice and a proxy form will be despatched to the Shareholders in due course.

DEFINITIONS

“Articles of Association”	the articles of association of Jiangsu Recbio Technology Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Company”	Jiangsu Recbio Technology Co., Ltd. (江蘇瑞科生物技術股份有限公司), a joint stock company incorporated in the PRC with limited liability on May 25, 2021, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2179)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) subscribed for and paid up in Renminbi by domestic investors
“Global Offering”	the Hong Kong Public Offering and the International Offering as defined in the Prospectus
“Group”	the Company and all of its subsidiaries
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is(are) listed on the Stock Exchange and traded in Hong Kong dollars
“Issuance”	the proposed issuance of not more than 57,955,560 Domestic Shares to not more than 35 qualified domestic institutional investors
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, for the purpose of this announcement and for geographical reference only and except where the context requires, references to the “PRC” in this announcement do not include Hong Kong, the Macao Special Administrative Region of the PRC, and Taiwan region

“Proposed H Share Full Circulation”	the Company’s proposal to apply for the partial conversion of unlisted Shares into H Shares and listing and circulation on the Main Board of the Stock Exchange. For details, please refer to the announcements of the Company dated June 30, 2022, August 15, 2022 and August 25, 2022 as well as the circular of the Company dated July 29, 2022
“Prospectus”	the prospectus issued by the Company on March 21, 2022 in relation to our Global Offering and listing
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Foreign Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each and is(are) held by foreign investors and not listed on any stock exchange
“%”	per cent

By order of the Board
Jiangsu Recbio Technology Co., Ltd.
Dr. Liu Yong
Chairman

Jiangsu Province, the PRC, October 31, 2022

As at the date of this announcement, the Board comprises Dr. Liu Yong as the chairman of the Board and an executive Director, Dr. Chen Jianping and Mr. Li Bu as executive Directors, Dr. Hong Kunxue, Dr. Zhou Hongbin, Mr. Zhao Hui, Dr. Du Wei and Dr. Feng Tao as non-executive Directors, and Mr. Liang Guodong, Dr. Xia Lijun, Professor Gao Feng and Professor Yuen Ming Fai as independent non-executive Directors.