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GENOR BIOPHARMA HOLDINGS LIMITED

嘉和生物藥業(開曼)控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 6998)

INSIDE INFORMATION GB261 LICENSE AGREEMENT WITH TRC 2004, INC.

The announcement is made by Genor Biopharma Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provision (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

The board of directors of the Company (the “**Board**”) announces that, on 2 August, 2024, the Group has entered into a license agreement (the “**License Agreement**”) and a stock purchase agreement (the “**Stock Purchase Agreement**”) with TRC 2004, Inc. (the “**Licensee**”), a company co-founded by Two River, LLC (“**Two River**”) and Third Rock Ventures in Delaware, the United States of America. Under the License Agreement, the Group has agreed, among others, to grant the Licensee an exclusive worldwide license to develop, use, manufacture, commercialize and otherwise exploit GB261, excluding mainland China, Hong Kong, Macau and Taiwan.

Within the terms of the License Agreement and Stock Purchase Agreement, in consideration of the license, the Group shall receive (i) a significant equity participation in the Licensee; (ii) a double digit million US dollars upfront payment; (iii) up to 443 million US dollars in milestone payments; and (iv) tiered single to double digits royalty payments on net sales.

ABOUT GB261

GB261 is a novel and differentiated CD20/CD3 bispecific T-Cell Engager (TCE) with ultra-low CD3 binding affinity, and full Fc functionality (ADCC and CDC). The Company has previously successfully completed a Ph1/2 open-label multi-center study conducted in China and in Australia for B-NHL (DLBCL and FL). Results have shown a highly favorable safety and efficacy profile. GB261 has been shown, for example, to induce significantly less cytokine release (CRS), compared with other compounds in the same class. GB261’s profile positions it as a highly promising B-Cell depleting agent, with indication potential beyond oncology and in various immunology and autoimmune indications where patients have significant unmet medical needs. The collaboration with the Licensee will mainly focus on exploring GB261’s potential in autoimmune diseases.

ABOUT THE COMPANY

The Company is a commercially-ready biopharmaceutical company focusing on developing and commercializing oncology and immunology drugs. The Company has obtained new drug application (“NDA”) approval for GB242 (anti-TNF- α antibody) in 6 immunology indications, and submitted Lerociclib (CDK 4/6 inhibitor) NDA in 2 breast cancer indications. The mission of the Company is to become a biopharmaceutical engine in discovery, research, development, manufacturing and commercialization of innovative therapeutics. Since the Company’s inception, the Company has strategically focused on major therapeutic areas with substantial unmet medical needs in oncology, autoimmune and other chronic diseases.

ABOUT THE LICENSEE

The Licensee is a company co-founded by Two River and Third Rock Ventures, which are both experienced company builders each focused on advancing disruptive therapeutic technologies to patients. Two River is chaired by Arie Belldgrun, MD, a visionary entrepreneur and recognized leader in the development of cancer and immunotherapy products. Two River has founded some of the most successful cell therapy companies in the industry, including Kite Pharma (acquired by Gilead Sciences, Inc.), the developer of the leading global CD19 CAR-T therapy, Yescarta[®]. Third Rock Ventures is a leading healthcare venture firm that has raised 3.8 billion US dollars since its inception, fueling investment in over 60 portfolio companies that have delivered numerous products to market across multiple therapeutic modalities and indications.

LISTING RULES IMPLICATIONS

The entering into of the License Agreement and Stock Purchase Agreement does not constitute a notifiable transaction under Chapter 14 of the Listing Rules as the transactions contemplated under the License Agreement and Stock Purchase Agreement are of revenue nature in the ordinary and usual course of business of the Group.

To the best of the knowledge, information and belief, having made all reasonable enquiries by the Directors of the Company, the Licensee and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Cautionary Statement required by Rule 18A.03 of the Listing Rules: There is no assurance that GB261 will ultimately be successfully developed and marketed by the Company or the Licensee. Shareholders and potential investors of the Company are advised to exercise due care when dealing in the shares of the Company.

By order of the Board
Genor Biopharma Holdings Limited
Dr. Guo Feng
Chief Executive Officer and Chairman

Hong Kong, 5 August, 2024

As at the date of this announcement, the Board comprises Dr. GUO Feng as an executive Director; Dr. LYU Dong, Mr. YU Tieming and Mr. LIU Yi as non-executive Directors; Mr. ZHOU Honghao, Mr. FUNG Edwin and Mr. CHEN Wen as independent non-executive Directors.