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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.

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Genscript Biotech Corporation
(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 2:00 p.m. on Thursday, 29 May 2025 at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC is set out on pages 22 to 27 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) and the Company (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. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meetings in respect of any Treasury Shares held by them, if any.

Reference to times and dates in this circular are to Hong Kong times and dates.

9 April 2025

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DEFINITIONS

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

“2019 Restricted Share Award Scheme”	the restricted share award scheme of the Company adopted on 22 March 2019 and amended on 21 June 2024
“2021 Restricted Share Award Scheme”	the restricted share award scheme of the Company adopted on 23 August 2021 and amended on 26 May 2022 and 21 June 2024
“Annual General Meeting”	the annual general meeting of the Company to be held at 2:00 p.m. on Thursday, 29 May 2025 at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC or any adjournment thereof, the notice of which is set out on pages 22 to 27 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Genscript Biotech Corporation, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange (stock code: 1548)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	31 March 2025, 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 amended on 21 June 2024 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
“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 the 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 additional Shares (including a sale or transfer of Treasury Shares out of treasury, if any) 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 (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution

DEFINITIONS

“Prospectus”	the prospectus dated 17 December 2015 of the Company issued in connection with the initial public offering in Hong Kong
“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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



Genscript Biotech Corporation

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1548)

Executive Directors:

Dr. Fangliang Zhang (“**Dr. Frank Zhang**”)
Mr. Jiange Meng (“**Mr. Robin Meng**”)
Ms. Ye Wang (“**Ms. Sally Wang**”)
Dr. Li Zhu

Non-executive Director:

Dr. Luquan Wang (“**Dr. Larry Wang**”)

Independent non-executive Directors:

Mr. Zumian Dai (“**Mr. Edward Dai**”)
Mr. Jiuan Pan (“**Mr. Ethan Pan**”)
Mr. Yiu Leung Andy Cheung
Dr. Chenyang Shi (“**Dr. Victor Shi**”)
Dr. Alphonse Galdes
Dr. Ross Grossman
Dr. John Quelch

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

9 April 2025

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.

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 (including a sale or transfer of Treasury Shares out of treasury, if any), 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 additional Shares (including a sale or transfer of Treasury Shares out of treasury, if any) not exceeding 20% of the number of the issued Shares (excluding Treasury Shares, if any) 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 2,159,938,787 Shares of nominal value of US\$0.001 each and the Company did not have any Treasury Share. 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 (or transfer out of treasury) a maximum of 431,987,757 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, or the settlement of any restricted share units granted under the relevant share incentive scheme(s) of the Company. For more details of the share incentive schemes of the Company, please refer to the 2024 annual report published by the Company.

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 (excluding Treasury Shares, if any) 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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Ms. Sally Wang, Mr. Edward Dai and Mr. Ethan Pan shall retire at the Annual General Meeting and, being eligible, Ms. Sally Wang and Mr. Ethan Pan will offer themselves for re-election. Mr. Edward Dai has decided not to offer himself for re-election at the Annual General Meeting as he desires to focus on his own business, and he will retire as an independent non-executive Director after the conclusion of the Annual General Meeting.

Mr. Edward Dai has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange with regard to his retirement. The Board would like to express its gratitude to Mr. Edward Dai for his valuable contributions to the Company during his tenure of office.

In addition, in accordance with Article 112 of the Articles of Association, Dr. Alphonse Galdes, Dr. Ross Grossman and Dr. John Quelch shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of Ms. Sally Wang, Mr. Ethan Pan, Dr. Alphonse Galdes, Dr. Ross Grossman and Dr. John Quelch are set out in Appendix I to this circular, which indicate how the Directors to be elected contribute to the diversity of 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

LETTER FROM THE BOARD

- (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, drug discovery and biopharmaceutical chemistry and manufacturing and controls development, and global strategy and branding fields of Mr. Ethan Pan, Dr. Alphonse Galdes, Dr. Ross Grossman and Dr. John Quelch, their working profiles and other experience and factors as set out in his respective biographical details in Appendix I to this circular. The Nomination Committee is satisfied that Mr. Pan, Dr. Galdes, Dr. Grossman and Dr. Quelch 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 Director would be in the best interests of the Company and its Shareholders as a whole.

In addition, Mr. Pan, Dr. Galdes, Dr. Grossman and Dr. Quelch have made 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 an 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 Monday, 26 May 2025 to Thursday, 29 May 2025, 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 Friday, 23 May 2025.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 22 to 27 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) and the Company (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. Separately, holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Annual General Meeting.

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.

LETTER FROM THE BOARD

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.

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
Robin Meng
Chairman

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

Ms. Sally Wang (王燁), aged 56, is the co-founder, an executive Director and the president of the Company. She was appointed as a Director on 21 May 2015 and has been redesignated as an executive Director on 24 August 2015 and is primarily responsible for the Group's strategies and overall operational management. Ms. Wang is currently a director of the following members of the Group: GenScript Bioscience (BVI) Limited (formerly known as Genscript Biotech Limited), GenScript (Hong Kong) Limited, GenScript USA Incorporated, Bestzyme Biotech Corporation, Bestzyme Biotech Limited, Bestzyme Biotech USA Inc., Bestzyme Hongkong Limited, Nanjing Bestzyme Bio-Engineering Co., Ltd.* (南京百斯傑生物工程有限公司), CustomArray, Inc., Probio Technology I Limited, Probio Technology Limited, Probio Technology (BVI) Limited, Probio Technology HK Limited and Probio Technology (Netherlands) B.V. Ms. Wang is currently a director of Legend Biotech Corporation, an associate of the Company ("Legend Biotech") and Nanjing Legend Biotech Co., Ltd.* (南京傳奇生物科技有限公司), a subsidiary of Legend Biotech. Ms. Wang is the partner of Nanjing Genbest Enterprise Management Center (Limited Partnership)* (南京金百企業管理中心(有限合夥)). Ms. Wang is the trustee and president of Ren-Shiu Foundation, Inc. Ms. Wang is a member of the remuneration committee and the Nomination Committee.

She joined the Group in August 2002 and served as the sales account manager until January 2005. In the Group, she worked as the sales and marketing director from February 2005 to August 2009, vice-president of operations from September 2009 to August 2011 and executive vice-president of operations from September 2011 to March 2014. She has been the chief operating officer of the Group in April 2014 until her redesignation as the president in 1 December 2017. Prior to joining the Group, she worked as the environmental monitoring engineer at Shenzhen Futian Environment Protection Surveillance Station* (深圳市福田區環境保護監測站) from July 1993 to July 2000.

Ms. Wang obtained a Bachelor of Science in Microbiology and a Master of Science degree from Wuhan University* (武漢大學) in the PRC in July 1990 and in August 1993, respectively. She also obtained a Master of Science in Computer Sciences degree from Bridgeport University in the United States in December 2003. She obtained an Executive Master of Business Administration degree from the China Europe International Business School* (中歐國際工商學院) in the PRC in August 2014.

As at 31 December 2024, Ms. Wang has interests in 826,571,753 Shares including 25,008,000 options granted under the Pre-IPO Share Option Scheme, 120,000 restricted shares under the 2019 Restricted Share Award Scheme and 168,630 Shares. Save as disclosed herein, Ms. Wang does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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.

The Company has entered into a service contract with Ms. Wang for a fixed term of three years commencing from 1 December 2024 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. Ms. Wang is entitled to a remuneration of US\$681,471 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 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. Ethan Pan (潘九安), aged 56, was appointed as an independent non-executive Director on 26 November 2018. Mr. Pan is a member of the audit committee, the nomination committee and the risk management and ESG committee and the strategy committee of the Company.

Mr. Pan has over 25 years of experience in human resources and management across various industries, including education, kitchen electrical appliances, office automated facilities, textile and garment. He was 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 to December 2024. 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 PRC 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 Renmin University of China* (中國人民大學) in 2018.

As at 31 December 2024, Mr. Pan has interest in 284,929 Shares including 270,000 options granted under the Post-IPO Share Option Scheme, 5,480 restricted shares under the 2019 Restricted Share Award Scheme and 9,449 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 appointment letter with the Company for a term of three years with effect from 26 November 2024. Mr. Pan is entitled to a fixed Directors fee of US\$100,000 per annum, which has been recommended by the remuneration committee of the Company and approved by the Board with reference to his duties and responsibilities in the Company and the prevailing market conditions.

The Company has received written confirmations of independence according to Rule 3.13 of the Listing Rules from Mr. Pan.

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. Alphonse Galdes, aged 72, was appointed as an independent non-executive Director on 12 September 2024. He is a member of the audit committee of the Company.

Dr. Galdes possesses broad experience in drug discovery and biopharmaceutical chemistry and manufacturing and controls (“CMC”) development. Dr. Galdes has worked as a director at Galdes Consulting LLC. since 2022, where he provides consulting services on overall, research and development, and CMC strategy for biopharmaceutical clients. Over the course of 27 years from 1995 to 2022, Dr. Galdes progressed towards senior executive positions at Biogen Inc. (NASDAQ: BIIB) (“**Biogen**”), most recently as executive vice president of Pharmaceutical Operations and Technology Division and a member of the executive team between 2019 and 2022. Dr. Galdes’s other prior responsibilities with Biogen include his service as interim senior vice president of the Biotherapeutic and Medicinal Sciences Division between 2016 and 2017, senior vice president of Asset Development and Portfolio Management Division and Pharmaceutical Operations and Technology Division jointly between 2015 and 2019 and senior vice president of Technical Development Pharmaceutical Operations and Technology Division between 2010 and 2015.

Prior to joining Biogen in 1995, Dr. Galdes was a senior director of drug discovery and director of biology at Ohmeda Pharmaceuticals (now part of Baxter HealthCare) from 1992 to 1995, Senior Scientist of Healthcare Research & Development of the BOC Group from 1984 to 1992, and a research associate at the Department of Biological Chemistry at Harvard Medical School from 1979 to 1984.

Dr. Galdes earned a bachelor's degree in chemistry and biology and a master's degree in biochemistry from the University of Malta, Malta, in June 1973 and June 1975 respectively, and a doctorate in biochemistry from the University of Oxford, the United Kingdom, in January 1979, where he was awarded Rhodes Scholarship to The Queen's College in 1975.

As at 31 December 2024, Dr. Galdes does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

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

Dr. Galdes has signed an appointment letter with the Company for a term of three years with effect from 12 September 2024. According to the letter of appointment, Dr. Galdes is entitled to an annual remuneration of US\$100,000, 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.

Dr. Galdes has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 8 September 2024 and has confirmed that he understood his obligations as a director of the Company.

The Company has received written confirmations of independence according to Rule 3.13 of the Listing Rules from Dr. Galdes.

Save as disclosed above, in relation to the re-election of Dr. Galdes 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. Ross Grossman, aged 74, was appointed as a non-executive Director with effect from 12 September 2024 and was redesignated to an independent non-executive Director with effect from 11 March 2025. He is a member of the remuneration committee of the Company.

Dr. Grossman has over 35 years of experience in human resources leadership and consultancy gained from his previous service in senior and executive positions at multinational financial services, pharmaceutical and biotechnology companies in the United States. He held various human resources leadership roles at Prudential Financial, Inc. between 1979 and 1998. From 1998 to 2000, he was the chief human resources officer and a member of the Executive Committee for the United States pharmaceutical business of Novartis Pharmaceuticals Corporation and served on the Novartis Global HR Leadership Team. Between 2000 and 2002, he joined UBS AG (formerly Paine Webber) as the senior vice president of human resources of the Private Client Group. Between 2002 and 2013, he led the building and formulation of human resources infrastructure, process and strategy at Regeneron Pharmaceuticals (“**Regeneron**”). He retired in December 2013 but rejoined Regeneron in 2015 and retired again in 2016. Dr. Grossman then founded Stony Point Consulting, LLC in 2014, serving as the president, which position he currently holds. Since 2023, Dr. Grossman has served on the Board of Directors of Velox, Inc., a private global services provider committed to transforming medical technology (MedTech).

Dr. Grossman joined the Group in 2023 and currently serves as a consultant for Legend Biotech.

Dr. Grossman earned a bachelor’s degree in English from California State University, the United States, in 1972, a master’s degree in English and American Literature from Claremont Graduate University, the United States in 1973, a doctorate in English from Claremont Graduate University, the United States in 1976 and a master’s degree in business administration (with a Finance and Marketing concentration) from the University of California, Los Angeles, the United States in 1979.

Dr. Grossman is currently the chairman of the board of trustees and a member of the executive committee of the Keck Graduate Institute in Claremont, California, one of the Claremont Colleges and a graduate university in the U.S. focused on the intersection of business and biotechnology after having served on the board of trustees since 2013. He has also served on the board of trustees and the executive committee of the Center for Excellence in Education in McLean, Virginia, since 2016, which encourages the best young scientists to focus their education and careers on the science, technology, engineering and mathematics (STEM) disciplines.

As at 31 December 2024, Dr. Grossman has interested in 21,905 restricted shares under the 2021 Restricted Award Scheme. Save as disclosed herein, Dr. Grossman does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

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

Dr. Grossman has signed an appointment letter with the Company for his role as a non-executive Director with effect from 12 September 2024, which was amended by a redesignation letter made between the Company and Dr. Grossman for his role as an independent non-executive Director for term of three years with effect from 11 March 2025. According to the letter of appointment (as amended by the letter of redesignation), Dr. Grossman is entitled to an annual remuneration of US\$100,000, 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.

Although Dr. Grossman was a non-executive Director immediately prior to the redesignation of him as an independent non-executive Director (the “**Redesignation**”), the Nomination Committee and the Board are of the view that Dr. Grossman has satisfied the independence requirements for independent non-executive directors under Rule 3.13 (except 3.13(7)) of the Listing Rules, taking into account the following factors: (i) Dr. Grossman served as a non-executive Director for a short period (i.e., six months) prior to the Redesignation, during which he was responsible for providing advice to the Board and advising on corporate governance matters in his capacity as a non-executive Director; (ii) he has not been involved in the daily operations, and management, or any executive functions of the Company; (iii) he did not hold any other position in the Company or its subsidiary and did not have any business connections with the Company, except for performing his duties as a non-executive Director prior to the Redesignation and a consultant of Legend Biotech, an associate of the Company effective October 18, 2024 (which was a subsidiary of the Company at the time of Dr. Grossman’s appointment as a non-executive Director); and (iv) save for the factor as set out in Rule 3.13(7) of the Listing Rules, he satisfies other independent criteria under Rule 3.13 of the Listing Rules. The Company has demonstrated to the satisfaction of the Stock Exchange that Dr. Grossman is independent.

Dr. Grossman has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 11 September 2024 and has confirmed that he understood his obligations as a Director.

Save as disclosed above, in relation to the re-election of Dr. Grossman 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. John Quelch, aged 73, was appointed as an independent non-executive Director on November 14, 2024. He is a member of the strategy committee and the sub-committee on data security and geopolitical resilience of the Company.

Dr. Quelch is an administrator and business school leader with more than four decades of experience in higher education, and is a renowned scholar on global strategy and branding, corporate governance, corporate sustainability, and customer behavior, especially in healthcare.

Dr. Quelch has served as the executive vice chancellor of Duke Kunshan University in Kunshan, China since December 2023. From January 2023 to December 2023, he served as the Leonard M. Miller University Professor at the University of Miami Herbert Business School. From July 2017 to December 2022, he also served as dean of Miami Herbert Business School, and the University of Miami's vice provost for executive education. Prior to that, Dr. Quelch was the Charles Edward Wilson Professor of Business Administration at Harvard Business School from February 2013 to June 2017. He also held a joint appointment as professor of health policy and management at the Harvard T.H. Chan School of Public Health of Harvard University. From February 2011 to January 2013, Dr. Quelch worked at China Europe International Business School as dean, vice president and distinguished professor. From July 2001 to January 2011, he served as a senior associate dean and professor at Harvard Business School. From July 1998 to June 2001, Dr. Quelch served as the dean of London Business School. Dr. Quelch initially joined Harvard Business School in 1979, holding a number of positions over the years until 1998, including Sebastian S. Kresge Professor of Marketing and co-chair of the marketing department.

Dr. Quelch has been appointed as a director of Mynd.ai, Inc. (NYSE: MYND), a company the shares of which are listed on the New York Stock Exchange, since December 2023. He served as a director of Amerant Bancorp Inc. (NYSE: AMTB), a company the shares of which are listed on New York Stock Exchange, from April 2022 to May 2024. He served as a director of Relativity Acquisition Corp from March 2022 to March 2024. Relativity Acquisition Corp is a special purpose acquisition corporation whose units were formerly listed on the Nasdaq Stock Market with ticker symbol RACY between February 2022 and May 2024. He has served as a director of Industrial Human Capital, Inc. ("IHCI") between October 2021 and November 2024. IHCI is a special purpose acquisition corporation whose units were formerly listed on the New York Stock Exchange with ticker symbol AXHU between 14 October 2021 and 30 November 2022.

His other prior directorships at publicly listed companies included Aramark Corporation (NYSE: ARMK) between 2016 and 2020, Gentiva Health Services Inc. (NASDAQ: GTIV) between 2006 and 2009, Pepsi Bottling Group (now identified as PepsiCo, Inc.) (NASDAQ: PEP) between 2005 and 2010, and Reebok International Limited (NYSE: RBK) between 1985 and 1997. In 2013, Dr. Quelch retired from the board of WPP plc (LSE: WPP, NYSE: WPP), a leading marketing services company, after 25 years of service.

Dr. Quelch received a bachelor's degree in arts from University of Oxford, the United Kingdom in July 1972, a master's degree in business administration from the Wharton School, University of Pennsylvania, the United States, in June 1974, a master's degree in nutrition science from Harvard University, the United States, in June 1978, and a doctorate in business administration from Harvard University, the United States, in June 1977.

As at 31 December 2024, Dr. Quelch has interests in 21,905 restricted shares under the 2021 Restricted Share Award Scheme. Save as disclosed herein, Dr. Quelch does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

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

Dr. Quelch has signed an appointment letter with the Company for a term of three years with effect from 14 November 2024. According to the letter of appointment, Dr. Quelch is entitled to an annual remuneration of US\$100,000, 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.

Dr. Quelch has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on November 11, 2024 and has confirmed that he understood his obligations as a director of the Company.

The Company has received written confirmations of independence according to Rule 3.13 of the Listing Rules from Dr. Quelch.

Save as disclosed above, in relation to the re-election of Dr. Quelch 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*

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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 2,159,938,787 Shares.

As at the Latest Practicable Date, all Shares repurchased by the Company have been cancelled.

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 215,993,878 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 2024, 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 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.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any shares it repurchased and/or hold such shares as treasury shares for subsequent re-issue or sale subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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. Frank Zhang, Ms. Sally Wang and Dr. Larry Wang was interested in 818,309,753 Shares, representing approximately 37.89% 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 Frank, Ms. Sally Wang and Dr. Larry Wang in the Company will be increased to approximately 42.10% 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 Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with 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.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

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	Lowest
	traded prices	traded prices
	<i>HK\$</i>	<i>HK\$</i>
2024		
March	18.00	13.80
April	14.72	10.34
May	13.10	9.96
June	9.80	7.43
July	14.06	8.50
August	13.38	11.34
September	14.08	10.08
October	15.08	11.46
November	12.44	10.08
December	11.92	9.35
2025		
January	10.98	8.88
February	13.92	10.08
March (up to the Latest Practicable Date)	13.96	11.80

NOTICE OF ANNUAL GENERAL MEETING



Genscript Biotech Corporation
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1548)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 Annual General Meeting (the “AGM”) of Genscript Biotech Corporation (the “**Company**”) will be held at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC at 2:00 p.m. on Thursday, 29 May 2025 for the following purposes:

ORDINARY RESOLUTIONS

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 “**Director(s)**”) and auditors of the Company for the year ended 31 December 2024.
2. (A) To re-elect the following persons as Directors:
 - (i) To re-elect Ms. Ye Wang (“**Ms. Sally Wang**”) as executive Director;
 - (ii) To re-elect Mr. Jiuan Pan (“**Mr. Ethan Pan**”) as independent non-executive Director;
 - (iii) To re-elect Dr. Alphonse Galdes as independent non-executive Director;
 - (iv) To re-elect Dr. Ross Grossman as independent non-executive Director; and
 - (v) To re-elect Dr. John Quelch 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.

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 of the Company (including any sale or transfer of treasury shares (“**Treasury Shares**”, which shall have the meaning ascribed to it under the Listing Rules) out of treasury) 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 (including Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred, 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 (excluding Treasury Shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (excluding Treasury Shares, if any) 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.”

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 (including a sale or transfer of Treasury Shares, if any) 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 and issued or agreed conditionally or unconditionally to be allotted and issued (including Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred) 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 (excluding Treasury Shares, if any) as at the date of passing of the said resolutions.”

By Order of the Board
Genscript Biotech Corporation
Robin Meng
Chairman

Hong Kong, 9 April 2025

NOTICE OF ANNUAL GENERAL MEETING

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.
- (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 Monday, 26 May 2025 to Thursday, 29 May 2025, 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 Friday, 23 May 2025.
- (viii) In respect of the ordinary resolution numbered 2 above, Ms. Sally Wang, Mr. Edward Dai, Mr. Ethan Pan, Dr. Alphonse Galdes, Dr. Ross Grossman and Dr. John Quelch shall retire and save for Mr. Edward Dai, 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 9 April 2025.
- (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 or the settlement of any restricted share units granted under the relevant share incentive scheme(s) of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

- (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 9 April 2025.
- (xi) As at the date of this notice, the executive Directors are Dr. Fangliang Zhang (“**Dr. Frank Zhang**”), Mr. Jiange Meng (“**Robin Meng**”), Ms. Sally Wang and Dr. Li Zhu; the non-executive Director is Dr. Luquan Wang (“**Dr. Larry Wang**”); and the independent non-executive Directors are Mr. Zumian Dai (“**Mr. Edward Dai**”), Mr. Jiuan Pan (“**Mr. Ethan Pan**”), Mr. Yiu Leung Andy Cheung, Dr. Chenyang Shi (“**Dr. Victor Shi**”), Dr. Alphonse Galdes, Dr. Ross Grossman and Dr. John Quelch.