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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 BioTechCorp.

# Genscript Biotech Corporation

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1548)**

## PROPOSALS FOR
## (1) GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO BUY BACK SHARES;
## (2) RE-ELECTION OF RETIRING DIRECTORS;
## (3) AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION;
## AND
## NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Genscript Biotech Corporation to be held at 9:30 a.m. on Friday, 5 June 2026 at Conference Room, No.1688, Shuanglong Avenue, Jiangning District, is set out on pages 32 to 37 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 meeting.

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

13 April 2026

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

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| "2019 RSU Scheme" | the restricted share unit scheme of the Company adopted on 22 March 2019 and amended on 21 June 2024 and 15 December 2025 |
| "2021 RSU Scheme" | the restricted share unit scheme of the Company adopted on 23 August 2021 and amended on 26 May 2022, 21 June 2024 and 15 December 2025 |
| "Amended Memorandum and Articles" | the fifth amended and restated memorandum of association and articles of association of the Company incorporating the changes as set out in Appendix III to this circular proposed to be approved and adopted by the Shareholders at the Annual General Meeting |
| "Annual General Meeting" | the annual general meeting of the Company to be held at 9:30 a.m. on Friday, 5 June 2026 at Conference Room, No.1688, Shuanglong Avenue, Jiangning District, or any adjournment thereof, the notice of which is set out on pages 32 to 37 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 |
| "Company" | Genscript Biotech Corporation (Stock Code: 1548), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange |
| "Director(s)" | the director(s) of the Company |
| "Group" | the Company and its subsidiaries from time to time |
| "Existing Memorandum and Articles" | the fourth amended and restated memorandum of association and articles of association of the Company currently in force |

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|---|---|
| "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 |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | 9 April 2026, 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 by written resolution of the then sole shareholder 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 |
| "Proposed Buy-back Mandate" | a general and unconditional mandate proposed to be granted to the Directors to buy back 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 |
| "Proposed Extension of 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 Buy-back Mandate in the manner as set out in the notice of Annual General Meeting |

| | |
|---|---|
| "Proposed Issue Mandate" | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (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 passing the relevant resolution |
| "Prospectus" | the prospectus of the Company dated 17 December 2015 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$0.001 each in the capital of the Company |
| "Shareholder(s)" | holder(s) of Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time |
| "Treasury Shares" | has the meaning ascribed to it under the Listing Rules as amended from time to time |
| "U.S." | the United States of America |
| "US$" | United States dollars, the lawful currency of the U.S. |
| "%" | per cent. |

# Genscript Biotech Corporation

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1548)**

*Executive Directors:*
Mr. Jiange Meng ("**Mr. Robin Meng**")
Dr. Fangliang Zhang ("**Dr. Frank Zhang**")
Dr. Li Zhu
Ms. Ye Wang ("**Ms. Sally Wang**")

*Independent non-executive Directors:*
Dr. Alphonse Galdes
Mr. Yiu Leung Andy Cheung
Mr. Jiuan Pan ("**Mr. Ethan Pan**")
Dr. John Quelch
Dr. Ross Grossman
Dr. Chenyang Shi ("**Dr. Victor Shi**")

*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

13 April 2026

*To the Shareholders*

Dear Sir or Madam

## PROPOSALS FOR (1) GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO BUY BACK SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION; AND NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to provide the 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 Buy-back Mandate and the Proposed Extension of Issue Mandate; (ii) the re-election of the Retiring Directors (as defined below); and (iii) the proposed amendments to the Existing Memorandum and Articles and proposed adoption of the Amended Memorandum and Articles.

## PROPOSED ISSUE MANDATE TO ISSUE SHARES AND PROPOSED EXTENSION OF 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 new 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,188,076,343 Shares of nominal value of US$0.001 each. Subject to the passing of the ordinary resolution numbered 4(A) granting the Proposed Issue Mandate and on the basis that no further Shares are issued or bought back 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 437,615,268 Shares.

In addition, subject to a separate passing of the ordinary resolution numbered 4(C), the number of Shares bought back by the Company under the ordinary resolution numbered 4(B) granting the Proposed Buy-back Mandate, if approved by the Shareholders at the Annual General Meeting, will be added to extend the 20% limit of the Proposed Issue Mandate as referred to 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 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 2025 annual report published by the Company.

## PROPOSED BUY-BACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to approve the Proposed Buy-back Mandate to the Directors to exercise the powers of the Company to buy back 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 Buy-back Mandate.

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

## RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Dr. Frank Zhang, Dr. Robin Meng, Dr. Li Zhu and Dr. Victor Shi (the "**Retiring Directors**") shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Details of the aforesaid Retiring Directors are set out in Appendix I to this circular.

### Procedure and Process for Nomination of Directors

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

(a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;

(b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and

(c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

### Recommendation of the Nomination Committee and the Board

The Nomination Committee recommended the re-election of the Retiring Directors in accordance with the Nomination Policy of the Company and the objective criteria (including, among others, their respective extensive experience of the Retiring Directors in financing and accounting, life science research and development, drug discovery and biopharmaceutical chemistry and manufacturing and controls development, and global strategy and branding fields, skills, knowledge and potential time commitment for the Board and/or committees responsibilities) with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company. In making such recommendation, the Nomination Committee

has also taken into account the respective contributions of the Retiring Directors to the Board and their commitment to their roles. The Nomination Committee has also considered their diverse educational backgrounds, professional knowledge and experience as set out in Appendix I to this circular.

Having considered the above factors, the Nomination Committee is of the view that the Retiring Directors will continue to bring valuable perspectives, knowledge, skills and experiences to the Board having regard to the effective functioning of the Board and the requirements of the Group's business.

The Board, with the recommendation of the Nomination Committee, has proposed that the Retiring Directors stand for re-election as Directors at the Annual General Meeting, and believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting or on the written resolutions in respect of the proposition of his/her recommendation for re-election by the Shareholders.

## PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND THE ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES

As disclosed in the Company's announcement dated 10 April 2026, the Board proposed to amend the Existing Memorandum and Articles for the purposes of, among others, (i) update and bring the Existing Memorandum and Articles in line with the relevant amendments made to the Listing Rules in respect of the hybrid general meetings and the electronic voting, Treasury Shares and the uncertificated securities market regime, and (ii) better align the amendments of the Existing Memorandum and Articles for housekeeping purposes with the provisions of the Listing Rules and the applicable laws of the Cayman Islands (collectively, the "**Proposed Amendments to the Existing Memorandum and Articles**"). For the purposes of the Proposed Amendments to the Existing Memorandum and Articles, the Board proposed to adopt the Amended Memorandum and Articles which consolidates the Proposed Amendments to the Existing Memorandum and Articles in substitution for, and to the exclusion of the Existing Memorandum and Articles in their entirety.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Amended Memorandum and Articles conform with the applicable requirements under the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Amended Memorandum and Articles do not violate the laws of Cayman Islands. The Company has confirmed that there is nothing unusual about the Proposed Amendments to the Existing Memorandum and Articles for a Cayman Islands company listed on the Stock Exchange.

Full terms of the Proposed Amendments to the Existing Memorandum and Articles (marked-up against the Existing Memorandum and Articles) are set out in Appendix III to this circular and the adoption of Amended Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The Amended Memorandum and Articles will take effect on the date on which the adoption of Amended Memorandum and Articles is approved at the Annual General Meeting.

The Shareholders are advised that the Amended Memorandum and Articles is prepared in English with no official Chinese version. The Chinese translation of the Amended Memorandum and Articles is for reference only. In case of any inconsistency, the English version shall prevail.

## CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 1 June 2026.

## NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 32 to 37 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 Buy-back Mandate and the Proposed Extension of Issue Mandate, (ii) the re-election of the retiring Directors, and (iii) the proposed amendments to the Existing Memorandum and Articles and the adoption of the Amended Memorandum and Articles.

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

## RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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 Buy-back Mandate and the Proposed Extension of Issue Mandate; (ii) the re-election of the Retiring Directors; and (iii) the proposed amendments to the Existing Memorandum and Articles and the adoption of the Amended Memorandum and Articles 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 and Executive Director*

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

**Dr. Frank Zhang (章方良)**, aged 61, is the co-founder and an executive Director of the Company. He was appointed as a Director on 21 May 2015. Between 2015 to 2022, he served in various director roles, including executive Director and chairman, and non-executive Director. He was reappointed as a non-executive Director on 2 May 2022, and subsequently redesignated as an executive Director on 17 December 2022. As our executive Director, he is primarily responsible for the overall strategic development and planning, the risk management, and the investments, mergers and acquisitions of the Group. He is one of the founders and a director of GS Corp. Dr. Zhang is currently a director of the following members of the Group: GenScript Bioscience (BVI) Limited, Genscript USA Incorporated, GenScript USA Holding, Inc., CustomArray, Inc., GenScript (Hong Kong) Limited, GenScript Biotech (Singapore) Pte. Ltd., GenScript Biotech (Netherlands) B.V., Genscript Biotech (Spain), S.L., Bestzyme Biotech Corporation, Bestzyme Biotech Limited, Bestzyme USA Inc., Bestzyme Biotech HK Limited, Bestzyme Hongkong Limited, Bestzyme Biotech Inc., Yangtze Investment (BVI) Limited, Yangtze Investment USA, Inc., Yangtze Holdings (BVI) Limited, Yangtze Investment (HK) Limited, Curegene Biotech Corporation, Curegene Biotech (BVI) Limited, Curegene Biotech (HK) Limited, Probio Technology Limited and Nanjing Bestzyme Bio-Engineering Co., Ltd.* (南京百斯傑生物工程有限公司). Dr. Zhang is the chairman of the Risk Management and ESG Committee, the Sub-committee on Data Security and Geopolitical Resilience, and the Strategy Committee. Dr. Zhang is a director of StarLand Capital Inc. since 8 August 2024.

Dr. Zhang has over 20 years of experience in the biotechnology industry. Prior to joining the Group, from 1995 to 2002, he worked as a postdoctoral research fellow and an associate principal scientist at Schering-Plough. Dr. Zhang worked in the tumour biology department during his postdoctoral research at Schering-Plough. After Dr. Zhang's postdoctoral studies, he was recruited to the department of central nervous system and cardiovascular system at Schering-Plough. He became one of the project leaders focusing on G-protein coupled receptors and led a group of scientists to discover the drug target for a billion-dollar drug. As a result of this discovery, Dr. Zhang won a Presidential Award at Schering-Plough in 2001. From 2002 to August 2020, Dr. Zhang worked as the chief executive officer of the Company, where he was involved in a variety of key biotechnological research projects and provided guidance and directions to those biotechnological research projects. He has been a director and chairman of Legend Biotech Corporation ("**Legend**"), an associate of the Company, since August 2022.

Dr. Zhang obtained a Bachelor of Engineering degree from Chengdu College of Geology* (成都地質學院) (currently known as Chengdu University of Technology* (成都理工大學)) in the PRC in July 1984 and a Master of Science degree from Nanjing University* (南京大學) in the PRC in July 1987. He also obtained a Doctor of Philosophy degree from Duke University in the U.S. in September 1995.

As at the Latest Practicable Date, Dr. Frank Zhang held approximately 10.70% of the entire issued share capital of GS Corp. On 14 August 2008, Dr. Frank Zhang, Ms. Sally Wang and Dr. Luquan Wang ("**Dr. Larry Wang**") entered into the GS Corp Shareholder Voting Agreement, pursuant to which Dr. Frank Zhang, Ms. Sally Wang and Dr. Larry Wang agreed to vote unanimously in the shareholder meetings of GS Corp, which held 799,999,123 Shares as at the Latest Practicable Date. Pursuant to the GS Corp Shareholder Voting Agreement and by virtue of the SFO, Dr. Frank Zhang was deemed to be interested in all the Shares held by GS Corp. As at the Latest Practicable Date, Dr. Frank Zhang had deemed interests in 801,563,753 Shares under the SFO.

The Company has entered into a service contract with Dr. Zhang for a fixed term of three years commencing from 17 December 2025 which can be terminated before the expiration of the term by not less than six months' notice in writing served by either party on the other. Dr. Zhang is entitled to a remuneration of US$583,440 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

**Mr. Robin Meng (孟建革),** aged 57, is the chairman and an executive Director of the Company. He was appointed as an executive Director of the Company on 24 August 2015 and was appointed as the chairman of the Board with effect from 22 November 2020. He is primarily responsible for the development, positioning, and strategy planning of the Group. He was appointed as the vice president of finance of the Group in April 2010 when he joined the Group, was the vice president of investor relations from 1 December 2017 to 31 December 2019 and was the secretary of the Board from 1 January 2020 to 22 November 2020. Mr. Meng is currently a director of Probio Technology I Limited, Probio Technology Limited, Probio Technology (BVI) Limited, Probio Technology HK Limited and Nanjing Bestzyme Bio-Engineering Co., Ltd.* (南京百斯傑生物工程有限公司). He is the chairman of the Nomination Committee.

Mr. Meng has over 30 years of experience in finance and accounting. Prior to joining the Group, from July 1990 to October 1997, Mr. Meng worked at CCCC Guangzhou Dredging Co., Ltd.* (中交廣州航道局有限公司). From January 1999 to May 2000, Mr. Meng worked as the national finance manager at Guangdong Whirlpool Home Appliance Group* (廣東惠而浦家電集團). From May 2000 to July 2004, Mr. Meng worked at Schering-Plough China* (先靈葆雅中國公司) as a branch finance manager and the accounting and IT manager in the head office. From September 2004 to December 2007, Mr. Meng worked as the Asia finance controller of Saint Gobain Grains and Powder Division. From March 2008 to March 2010, Mr. Meng worked as the chief financial officer of Quay Magnesium. Mr. Meng is currently a director of Legend.

Mr. Meng graduated from Changsha Communications Institute* (長沙交通學院) (currently known as Changsha University of Science Technology* (長沙理工大學) in the PRC with a Bachelor of Engineering degree in July 1990. He obtained a master of finance degree from Queen's University at Kingston, Canada in October 2022.

As at the Latest Practicable Date, Mr. Meng had interests in 358,795 Shares.

The Company has entered into a service contract with Mr. Meng 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. Mr. Meng is entitled to a remuneration of US$474,071 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

**Dr. Li Zhu (朱力)**, aged 76, is an executive Director of the Company. He is primarily responsible for strategy planning of the Company. Dr. Zhu was the vice president of strategy of the Group from March 2010 to February 2017, the chief strategy officer of the Company from February 2017 to July 2019, and a consultant for the Company from 16 July 2019 to 21

November 2020. He was appointed as an executive Director with effect from 22 November 2020. Upon his appointment as executive Director, he resumed his role as the chief strategy officer of the Company until 30 April 2025. Dr. Zhu is currently a director of the following members of the Group: GenScript Diagnostics Corporation, GenScript Diagnostics (BVI) Inc., GenScript Diagnostics HK Limited, Probio Technology I Limited, Probio Technology (BVI) Limited, Probio Technology HK Limited and ProBio Inc.. Dr. Zhu was appointed as chairman of the board of directors of Probio Technology Limited with effect from 1 December 2024.

Before joining the Group, Dr. Zhu worked at Clontech Laboratories, Inc. in California, USA as a director of molecular biology from January 1990 to March 2000, where he pioneered the commercialisation of yeast two-hybrid system and a series of other advanced molecular biology techniques. Dr. Zhu founded Genetastix Corporation, Inc. and acted as the president and chief executive officer from May 2000 to December 2005. Genetastix Corporation, Inc. is a biotech company with a focus in creating a human antibody library in yeast and applying the genetic method in screening such antibody. Dr. Zhu then worked at biotech companies in China, serving as vice president of research at Cathay Biotech, Inc. from July 2006 to December 2008, and as vice president of HUYA Biomedical Technology (Shanghai) Co., Limited* (滬亞生物醫藥技術(上海)有限公司) from January 2009 to December 2009. Dr. Zhu was a director of Legend from November 2020 to January 2026. Dr. Zhu was appointed as an independent director of Adagene Inc., the shares of which are listed on the Nasdaq Global Select Market (stock code: ADAG) with effect from August 2023.

Dr. Zhu obtained a Bachelor of Science of Biology degree from the East China Normal University* (華東師範大學) in June 1982 and a Doctor of Philosophy in molecular biology and immunology from Stanford University in July 1989.

As at the Latest Practicable Date, Dr. Zhu had interests in 2,420,730 Shares and underlying Shares, including 634,000 underlying Shares in respect of the share options granted under the Post-IPO Share Option Scheme, 727,064 underlying Shares in respect of the restricted share units granted under the 2019 RSU Scheme, and 1,059,666 Shares beneficially owned by him.

The Company has entered into a service contract with Dr. Zhu for a fixed term of three years commencing from 22 November 2023 which can be terminated before the expiration of the term by not less than six months' notice in writing served by either party on the other. Dr. Zhu is entitled to a remuneration of US$346,273 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

**Dr. Victor Shi (施晨陽),** aged 58, was appointed as an independent non-executive Director on 12 April 2024. He is currently the chairman of the Remuneration Committee and a member of the Nomination Committee and the Strategy Committee.

Dr. Shi has over 30 years of experience in life science research and development, sales and marketing, business development and investment. Since January 2017, Dr. Shi has been the

* *For identification purposes only*

managing partner of Serica Partners, a China-based venture fund focused on the investment in in-vitro diagnostics (IVD) and medical devices in China. Dr. Shi has been the chairperson of careLYFE Co., Ltd.* (蘇州凱愛健康科技有限公司), a company dedicated to innovating medical technologies such as new cancer oncology biomarkers, precision diagnosis, and internet medical services, since December 2017.

Dr. Shi previously served as an executive director and the chief executive officer of Adicon International Limited, a leading independent clinical laboratory in China, from October 2018 to April 2019, and from April 2019 to May 2020, respectively. From February 2017 to March 2019, Dr. Shi served as director and chief executive officer of NuProbe Global, Inc., a liquid biopsy technology company which he co-founded. He was the president of Asia Pacific of QIAGEN N.V., a leading company focused on IVD and life science research tools whose shares are listed on NASDAQ (stock code: QGEN) and the Frankfurt Stock Exchange (stock code: QIA) respectively, from October 2005 to February 2015. Prior to joining QIAGEN N.V., Dr. Shi held senior positions at Bridge Pharmaceuticals, GenoSpectra Inc. (renamed as Panomics Inc. since February 2006) and A.M. Pappas & Associates, and served as a faculty member at the School of Medicine of National University of Singapore.

Dr. Shi was a founding director of BayHelix Group, a global association of Chinese life science business executives, and was elected its chairman from January 2017 to January 2019. Dr. Shi has been a member on the Biotech Advisory Panel of Hong Kong Stock Exchange since April 2018.

Dr. Shi obtained his doctoral degree in biophysics and master's degree in science from the University of Rochester in New York, the U.S. in April 1991 and January 1989 respectively, and a bachelor's degree in science from University of Science and Technology of China, the PRC in July 1986.

The Company has entered into a service contract with Dr. Shi for a fixed term of three years commencing from 12 April 2024. Dr. Shi is entitled to a remuneration of US$100,000 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

**GENERAL INFORMATION**

Save as disclosed above, as at the Latest Practicable Date, the Retiring Directors (i) did not hold any directorship in other listed companies during the past three years nor any other position in any member of the Group; (ii) did not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder; (iii) did not have any interest in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; and (iv) have confirmed that there is no other information to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in respect of their re-election as the Directors.

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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 Buy-back Mandate.*

## SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,188,076,343 Shares in issue, all of which were fully paid up.

Subject to the passing of the resolution granting of the Proposed Buy-back Mandate and on the basis that no further Shares are allotted and issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 218,807,634 Shares, representing 10% of the number of issued Shares 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 BUY-BACK

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 buy back its Shares on the Stock Exchange. Such buy-backs 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 buy-backs will benefit the Company and the Shareholders as a whole.

Buy-backs 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 buy-back 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 buy-back or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on buy-back 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 bought back, or out of capital subject to and in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors consider that if the Proposed Buy-back

Mandate to buy back 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 2025, 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 buy back 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 Buy-back 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 Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, if the Proposed Buy-back 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 bought back 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 buy-backs.

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 buy-back 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 buy-back of Shares pursuant to the Proposed Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of Dr. Frank Zhang, Ms. Sally Wang, Dr. Larry Wang, Ms. Weihong Jin and Mr. Zhiyong Hu was deemed to be interested in 801,563,753 Shares, representing approximately 36.63% of the issued share capital of the Company, respectively. In the event that the Directors should exercise in full the Proposed Buy-back Mandate, the shareholding of each of Dr. Frank Zhang, Ms. Sally Wang, Dr. Larry Wang, Ms. Weihong Jin and Mr. Zhiyong Hu in the Company will be increased to approximately 40.70% 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 Buy-back 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.

Rule 10.06(2)(f) of the Listing Rules prohibits an issuer from purchasing its shares on the Stock Exchange if that purchase would result in the number of listed shares which are in the hands of the public falling below the applicable prescribed minimum threshold for that issuer. The Directors do not propose to buy back Shares which would result in the Company failing to maintain the applicable ongoing public float requirement under Rule 13.32B of the Listing Rules, which is currently 25% of the issued Shares.

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

## SHARE BUY BACK MADE BY THE COMPANY

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

## SHARE PRICES

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

| | Price per Share | |
|---|---|---|
| | **Highest traded prices** | **Lowest traded prices** |
| | *HK$* | *HK$* |
| **2025** | | |
| April | 13.16 | 9.45 |
| May | 13.24 | 9.95 |
| June | 17.78 | 12.24 |
| July | 18.96 | 14.44 |
| August | 19.40 | 16.23 |
| September | 18.10 | 15.36 |
| October | 17.66 | 15.37 |
| November | 17.57 | 14.71 |
| December | 15.34 | 12.28 |
| **2026** | | |
| January | 14.60 | 12.40 |
| February | 12.90 | 11.77 |
| March | 12.03 | 10.36 |
| April (up to the Latest Practicable Date) | 13.27 | 11.12 |

The details of the Proposed Amendments to the Existing Memorandum and Articles are as follows:

1. (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

…

| | |
|---|---|
| **ASR Code:** | means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time; |

…

| | |
|---|---|
| **Central Clearing and Settlement System:** | means the Central Clearing and Settlement System operated by the HKSCC; |

…

| | |
|---|---|
| **corporate communications:** | has the meaning given to it under the Listing Rules; |

…

| | |
|---|---|
| **electronic communication:** | means a communication sent, transmitted, conveyed ~~and received by wire, by radio, by optical means or by other similar means~~ or otherwise made available to the intended recipients of the communication in ~~any form through any medium~~ electronic format; |
| **electronic facilities:** | means, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing attendance at or participation in (or both attendance at and participation in) a general meeting by electronic communication as determined by the Board pursuant to these Articles; |

| | |
|---|---|
| **electronic means:** | includes sending or otherwise making available to the intended recipients of the communication in electronic format; |
| … | |
| **HKSCC:** | means The Hong Kong Securities Clearing Company Limited; |
| … | |
| **hybrid meeting:** | means a general meeting convened for the (i) physical attendance by members and/or authorised representatives at the principal meeting location and where applicable, one or more meeting locations and (ii) virtual attendance and participation by members and/or authorised representatives by means of electronic facilities; |
| … | |
| **prescribed securities:** | has the meaning given to it under the Securities and Future Ordinance; |
| … | |
| **register of holders:** | has the meaning given to it under the Securities and Future (Uncertificated Securities Market) Rules; |
| … | |
| **Securities and Futures Ordinance:** | means the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time; |
| **Securities and Futures (Uncertificated Securities Market) Rules:** | means the Securities and Futures (Uncertificated Securities Market) Rules made under the Securities and Futures Ordinance; |
| **SFC:** | means the Securities and Futures Commission of Hong Kong; |

…

| | |
|---|---|
| **Transfer Office:** | means the place where the principal register of Shareholders is located for the time being~~.~~; |
| **treasury share:** | means a share held by the Company in its own name as a treasury share in accordance with the Companies Act; and |
| **UNSRT System:** | means an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters. |

…

(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than ¾ of the voting rights held by such Shareholders as, being entitled so to do, vote in person (whether physically or by virtual attendance with the use of electronic facilities) or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

(e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person (whether physically or by virtual attendance with the use of electronic facilities) or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.

5. (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of at least ¾ of the issued Shares of that class, or with the approval of a resolution passed by at least ¾ of the votes cast by the holders of

the Shares of that class present and voting in person (whether physically or by virtual attendance with the use of electronic facilities) or by proxy at a separate meeting of such holders. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply mutatis mutandis, but so that the necessary quorum shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third of the issued Shares of that class and that any holder of Shares of the class present in person (whether physically or by virtual attendance with the use of electronic facilities) (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

15 (e) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation or, in the case of shares held in uncertificated form, by such electronic means or process as may be prescribed by the Board or the relevant system operator, and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

15A. Subject to the Companies Act, shares that have been purchased or redeemed by the Company or surrendered to the Company may be held as treasury shares in accordance with the Companies Act. In the event the Board does not specify that the relevant shares are to be held as treasury shares, such shares shall be cancelled.

15B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share.

15C. The Company shall be entered in the Register as the holder of the treasury shares provided that:

(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such right shall be void; and

(b) a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted as issued shares at any given time, whether for the purposes of these Articles or the Companies Act, save that an allotment of shares as fully paid bonus shares in respect of a treasury share is permitted and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.

15D. Subject to the Companies Act and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.

17. (c) During the Relevant Period (except when the Register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. Except when the register of holders is closed on terms equivalent to the relevant section of the Companies Ordinance, the register of holders held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a holder of the prescribed securities without charge. Any holder of the prescribed securities may require a copy of the register of holders, or any part thereof.

18. (a) Every person whose name is entered as a Shareholder in the Register shall be entitled to hold their shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. Where share certificates are issued, every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Act, the ASR Code or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound

to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer and registration of its prescribed securities, including electronic processes for corporate actions, as required by the uncertificated securities market regime or the ASR Code.

19. ~~Every certificate for~~ Where any Shares, warrants ~~or~~, debentures or ~~representing~~ any ~~other~~ form of securities of the Company are issued in certificated form, such certificate shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.

20. Where share ~~certificate hereafter~~ certificates are issued, they shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

22. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such ~~other~~ sum as may from time to time be allowed or not prohibited under the Listing Rules or prescribed by the ASR Code, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out- of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

39. Subject to the Companies Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time. Notwithstanding the

aforesaid but subject to the Companies Act and all applicable laws and regulations, including without limitation the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or any other system approved by the HK Stock Exchange or the SFC, without the need for a written instrument of transfer.

40. ~~The~~ For certificated shares, the instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.

43. The Board may also decline to recognise any instrument of transfer unless:

…

(b) the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares (if one has been issued) to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);

…

46. Upon every transfer of Shares, the certificate in respect thereof (if one has been issued) held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall, upon request by the transferee and subject to the Board resolving to issue certificate(s), be issued to the transferee in respect of the Shares transferred to him as provided in Article 18, and if any of the Shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall, upon request by the transferor and subject to the Board resolving to issue share certificate(s), be issued to him as provided in Article 18. The Company shall retain the instrument of transfer. Where shares are transferred in uncertificated form, no certificate shall be required to be surrendered or issued, and the transfer of shares shall be registered in accordance with the applicable uncertificated securities regime.

56. A person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, nevertheless, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the forfeited Shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment (including the payment of such interest) at such rate not exceeding 20% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the Shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. For the purposes of this Article any sum which by the terms of issue of a Share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the Share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable on the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. If the relevant shares are held in uncertificated form, the Company shall take such steps as may be required under the applicable uncertificated securities regime to give effect to the forfeiture.

62. At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it, and such annual general meeting shall be held within 6 Months after the end of the Company's financial year (or such longer period as may be authorised by the HK Stock Exchange). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held physically, as a hybrid meeting or wholly by electronic means using telephone, electronic or other electronic communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Board, the manner of convening and the proceedings at a general meeting set out in these Articles shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all members. ~~by means of such telephone, electronic~~

~~or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.~~

68. For all purposes the quorum for a general meeting shall be two Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

69. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

71. The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

72. At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

(a) at least two Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

(b) any Shareholder or Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

c) any Shareholder or Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

73. Where a resolution is voted on by a show of hands (whether physically or by virtual attendance with the use of electronic facilities) as permitted by the Listing Rules, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

74 A poll shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

76. In the case of an equality of votes, whether on a show of hands or on a poll (whether physically or by virtual attendance with the use of electronic facilities), the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.

79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. For the avoidance of doubt, votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may determine.

79A. All Shareholders of the Company (including a Shareholder which is a Clearing House (or its nominee(s)) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting (whether physically or by virtual attendance with the use of electronic facilities), except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

85. Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall

be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise as if it were an individual Shareholder present in person (whether physically or by virtual attendance with the use of electronic facilities) at any general meeting.

88. The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (whether physically or by virtual attendance with the use of electronic facilities) (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

92. (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person (whether physically or by virtual attendance with the use of electronic facilities) at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which

each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote individually (whether physically or by virtual attendance with the use of electronic facilities) on a show of hands or on a poll.

180. ···

(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communication ~~and actionable corporate communication within the meaning ascribed thereto under the Listing Rules~~) may be given, or issued, subject to compliance with the Listing Rules, either by serving it personally on the relevant person; or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register; or by delivering or leaving it at that address addressed to the Shareholder or any address supplied by him to the Company for the purpose under Article 180(d); or (other than share certificate) by publishing it by way of advertisement in the Newspapers or other publication and where applicable, in accordance with the requirements of the HK Stock Exchange. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, any notice or document may be served or delivered by the Company to any person by electronic means by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide, subject to the Company complying with Cayman Islands law and any other applicable laws, rules and regulations with regard to any requirements for obtaining of consent from such person; or by publishing it on a website or by sending or otherwise making it available to such person through such other means to the extent permitted by the applicable Cayman Islands law, rules and regulations.

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181. ···

(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by publishing or otherwise making available on the Company's website or by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address, or in the case of electronic communication, no or an incorrect electronic address, for the service of notice or document on him or on any Shareholder other than the first named on the Register ~~register of members of the Company~~.

…

**UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESS**

197. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, to facilitate the holding, transfer and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the HK Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

# 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 2026 Annual General Meeting (the "**AGM**") of Genscript Biotech Corporation (the "**Company**") will be held at Conference Room, No.1688, Shuanglong Avenue, Jiangning District, at 9:30 a.m. on Friday, 5 June 2026 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 auditor of the Company for the year ended 31 December 2025.

2. To re-elect the following persons as the Directors (each as a separate resolution):

   (A) To re-elect Mr. Jiange Meng as an executive Director;

   (B) To re-elect Dr. Fangliang Zhang as an executive Director;

   (C) To re-elect Dr. Li Zhu as an executive Director;

   (D) To re-elect Dr. Chenyang Shi as an independent non-executive Director; and

   (E) 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 to authorize the Board to fix remuneration of the auditor.

**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

(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 buy back its shares at a price determined by the Directors;

(iii) the aggregate number of shares of the Company which are authorized to be bought back by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company; or

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

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 bought back 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 this resolutions."

**SPECIAL RESOLUTION**

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

5. "**THAT** the proposed amendments to the fourth amended and restated memorandum of association and articles of association of the Company currently in force (the "**Existing Memorandum and Articles**"), which is set out in Appendix III to the circular of the Company dated 13 April 2026 of which this notice forms part be and are hereby approved and the fifth amended and restated memorandum of association and articles of association (the "**Amended Memorandum and Articles**", a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles; and any one director and/or the registered office provider of the Company be and is hereby authorized severally to do all things necessary or expedient to implement the adoption of the Amended Memorandum and Articles, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

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

Hong Kong, 13 April 2026

*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 of the Company (the "**Shareholder(s)**") 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 more proxies to attend and vote in his/her stead if he/she holds two or more shares of the Company ("**Share(s)**"). A proxy need not be a shareholder.

(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/she is subsequently able to be present.

(iv) A form of proxy must be signed by a Shareholder or his/her 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 Shareholders, any one of such joint Shareholders may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint Shareholder is present at the meeting, either personally or by proxy, the joint Shareholder whose name stands first in the register of members of the Company shall 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. The result of such poll shall be deemed to be the resolution of the AGM at which the poll was so required or demanded.

(vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, the Shareholders should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2026.

(viii) 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 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 post-IPO share option scheme adopted by the Company on 7 December 2015 by written resolution of the then sole shareholder and amended on 21 June 2024, 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.

(ix) 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 buy back shares in circumstances which they deem appropriate for the benefits of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the general mandate to buy back shares as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated 13 April 2026.

(x) As at the date of this notice, the executive Directors are Mr. Jiange Meng ("**Mr. Robin Meng**"), Dr. Fangliang Zhang ("**Dr. Frank Zhang**"), Dr. Li Zhu and Ms. Ye Wang ("**Ms. Sally Wang**"); and the independent non-executive Directors are Dr. Alphonse Galdes, Mr. Yiu Leung Andy Cheung ("**Mr. Andy Cheung**"), Mr. Jiuan Pan ("**Mr. Ethan Pan**"), Dr. John Quelch, Dr. Ross Grossman and Dr. Chenyang Shi ("**Dr. Victor Shi**").