
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying Second Proxy Form to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Genscript Biotech Corporation
金斯瑞生物科技股份有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1548)

SUPPLEMENTAL CIRCULAR
RE-ELECTION OF A NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Shareholders dated 25 April 2022 and the notice convening the Annual General Meeting dated 25 April 2022 as set out on pages 16 to 21 of the abovementioned circular. A supplemental notice convening the Annual General Meeting is set out on pages 9 to 10 of this supplemental circular. A Second Proxy Form for use at the Annual General Meeting is also enclosed. Such Second Proxy Form 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 Second Proxy Form 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 Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 2 May 2022 in relation to the appointment of a non-executive Director
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Friday, 27 May 2022 at Conference Room, No. 1129 Shenfeng Road, Shangfang Town, Jiangning District, Nanjing, Jiangsu Province, PRC or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company, adopted on 7 December 2015 and as amended or supplemented or otherwise modified from time to time
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Board”	the board of Directors
“Circular”	the circular of the Company dated 25 April 2022 in respect of the matters to be considered at the AGM
“Company”	Genscript Biotech Corporation, a company incorporated in the Cayman Islands on 21 May 2015 as an exempted company with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 25 April 2022 together with the Circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 May 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	The notice of the Annual General Meeting as set out on pages 16 to 21 of the Circular
“PRC”	the People’s Republic of China, and for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of US\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



Genscript Biotech Corporation
金斯瑞生物科技股份有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1548)

Executive Directors:

Mr. Meng Jiange
Ms. Wang Ye
Dr. Zhu Li

Non-executive Directors:

Dr. Zhang Fangliang
Dr. Wang Luquan
Mr. Pan Yuexin
Ms. Wang Jiafen

Independent non-executive Directors:

Mr. Guo Hongxin
Mr. Dai Zumian
Mr. Pan Juan
Dr. Wang Xuehai

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

11 May 2022

To the Shareholders

Dear Sir or Madam

SUPPLEMENTAL CIRCULAR
RE-ELECTION OF A NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement.

This supplemental circular should be read together with the Circular and the Notice. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Notice.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you the supplemental notice of the Annual General Meeting and to provide you with further information regarding the resolution to be proposed at the AGM for approving the re-election of a non-executive Director at the AGM to enable Shareholders to make an informed decision on whether to vote for or against such resolution.

RE-ELECTION OF A NON-EXECUTIVE DIRECTOR

As at the Latest Practicable Date, the Board comprises of three executive Directors, namely Mr. Meng Jiange (Chairman), Ms. Wang Ye (President) and Dr. Zhu Li (Chief Strategy Officer); four non-executive Directors, namely Dr. Zhang Fangliang, Dr. Wang Luquan, Mr. Pan Yuexin and Ms. Wang Jiefen; and four independent non-executive Directors, namely Mr. Guo Hongxin, Mr. Dai Zumian, Mr. Pan Jiuan and Dr. Wang Xuehai.

Subsequent to the despatch of the Circular and as disclosed in the Announcement, Dr. Zhang Fangliang was appointed as a non-executive Director with effect from 2 May 2022. In accordance with Article 112 of the Articles of Association, Dr. Zhang Fangliang shall hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Dr. Zhang Fangliang shall retire from office as a non-executive Director at the AGM, and being eligible, has offered himself for re-election at the AGM. As a result, there are now five retiring directors standing for re-election as Directors at the AGM, namely, Ms. Wang Ye, Mr. Wang Luquan, Mr. Pan Yuexin, Mr. Guo Hongxin, and Dr. Zhang Fangliang. The resolution relating to the re-election of Dr. Zhang Fangliang as a non-executive Director will be proposed under item 5 of the supplemental notice of the AGM.

Biographical details of Ms. Wang Ye, Mr. Wang Luquan, Mr. Pan Yuexin, Mr. Guo Hongxin, have been set out in Appendix I in the Circular, while biographical details of Dr. Zhang Fangliang are set out in the Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the re-election of Dr. Zhang Fangliang as a non-executive Director as set out in this supplemental circular, a supplemental notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return the Second Proxy Form to the 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 Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Branch Share Registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the re-election of Dr Zhang Fangliang as a non-executive Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) **If the Second Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
- (iii) **If the Second Proxy Form is lodged with the Branch Share Registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Share Registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Share Registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

RECOMMENDATION

The Directors consider the proposed re-election of Dr. Zhang Fangliang as a non-executive Director is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this supplemental circular.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
By Order of the Board
Genscript Biotech Corporation
Meng Jiange
Chairman

Set out below are the biographical details of the additional Retiring Director, who being eligible, has offered himself for re-election at the Annual General Meeting.

Dr. Zhang Fangliang (章方良), aged 57, is the co-founder and non-executive Director of the Company. He was appointed as a Director on 21 May 2015, redesignated as an executive Director and appointed as chairman on 24 August 2015, redesignated from an executive Director to a non-executive Director on 2 August 2020, resigned from a non-executive Director and chairman of the Board on 22 November 2020, and reappointed as a non-executive Director and appointed as chairman of risk management committee of the Board and chairman of strategy committee of the Board on 2 May 2022. He is primarily responsible for the development, positioning, and strategic planning and risk management of the Group. He is one of the founders and a director of Genscript Corporation. He is the former director, chairman and chief executive officer of our non-wholly-owned subsidiary Legend Biotech Corporation (NASDAQ: LEGN) from 27 May 2015 to 22 November 2020 and as its chief executive officer from 2 August 2020 to 22 November 2020. Dr. Zhang is currently the director of 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., Nanjing GenScript Biotech Co., Ltd.* (南京金斯瑞生物科技有限公司), Jiangsu GenScript Biotech Co., Ltd.* (江蘇金斯瑞生物科技有限公司), Jinsikang Technology (Nanjing) Co., Ltd.* (金斯康科技(南京)有限公司), Bestzyme Biotech Corporation, Bestzyme Biotech Limited, Bestzyme USA Inc., Bestzyme Biotech HK Limited, GenScript International Limited, Bestzyme Biotech Inc., Nanjing Bestzyme Bioengineering Co., Ltd.* (南京百斯傑生物工程學有限公司), Jinan Bestzyme Bio-Engineering Co., Ltd. (濟南百斯傑生物工程學有限公司), Jinan Bestzyme Biological Engineering Co. Ltd., Downtown Branch Company* (濟南百斯傑生物工程學有限公司市中分公司), Shandong Bestzyme Biotech Co., Ltd.* (山東百斯傑生物工程學有限公司), 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, Novagene Biotech (Cayman) Corporation and Maple Bio (Nanjing) Co., Ltd.* (楓楊生物研發(南京)有限公司).

Dr. Zhang has over 25 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. Dr. Zhang was also one of the key team members for an anti-cancer drug, farnesyl transferase inhibitor. 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. Dr. Zhang was also awarded the Jiangsu Province High-Level Creative Talent Strategic Award* (江蘇省高層次創新創業人才引進計劃獎) in 2011. Dr. Zhang was awarded as the "Person of the Year" at the China Healthcare Summit 2019. Dr. Zhang has published more than 20 biotechnology related scientific papers in international peer-reviewed journals and has been the inventor for more than five patents in relation to biotechnological products and/or services.

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 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. Zhang held approximately 36.59% of the issued share capital of GenScript Corporation (being the holding company of the Company), and was deemed, or taken to be interested in, all the Shares held by GenScript Corporation for the purpose of the Securities and Futures Ordinance, which in turn GenScript Corporation held 809,577,123 Shares, representing approximately 38.48% of the entire issued share capital of the Company. As at the Latest Practicable Date, Dr. Zhang had interests in 855,941,469 Shares.

Save as disclosed herein, Dr. Zhang does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

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

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

Dr. Zhang has signed appointment letter with the Company for a term of three years with effect from 2 May 2022. Dr. Zhang is entitled to a fixed Director fee of HKD300,000 per annum.

Save as disclosed above, in relation to the re-election of Dr. Zhang as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



Genscript Biotech Corporation
金斯瑞生物科技股份有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1548)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

REFERENCES ARE MADE TO the circular (the “**Circular**”) of Genscript Biotech Corporation (the “**Company**”) and the notice of the annual general meeting (the “**Meeting**”) of the Company (the “**Notice**”) both dated 25 April 2022, of which set out the time and venue of the Meeting and the resolutions to be put forward to the shareholders of the Company (“**Shareholders**”) for approval. This supplemental notice should be read together with the Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held at Conference Room, No. 1129 Shenfeng Road, Shangfang Town, Jiangning District, Nanjing, Jiangsu Province, PRC at 9:30 a.m. on Friday, 27 May 2022 for the following purpose:

5. To re-elect Dr. Zhang Fangliang as non-executive Director.

By Order of the Board
Genscript Biotech Corporation
Meng Jiange
Chairman

Hong Kong, 11 May 2022

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

* *For identification purposes only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A second proxy form (the “**Second Proxy Form**”) containing the additional ordinary resolution numbered 5 is enclosed with the supplemental circular to the Shareholders dated 11 May 2022 (the “**Supplemental Circular**”). Please refer to the section headed “**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (ii) Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of the other ordinary resolutions to be considered at the Meeting, closure of register of members of the Company and the eligibility for attending the Meeting, proxy and other relevant matters.
- (iii) Whether or not the Shareholders are able to attend the Meeting in person, the Shareholders are required to complete the Second Proxy Form 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.
- (iv) The Shareholders are reminded that return of the First Proxy Form and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they so wish.
- (v) All dates and times mentioned in this supplemental notice refer to Hong Kong dates and times.
- (vi) As at the date of this notice, the executive Directors are Mr. Meng Jiange, Ms. Wang Ye and Dr. Zhu Li; the non-executive Directors are Dr. Zhang Fangliang, Dr. Wang Luquan, Mr. Pan Yuexin and Ms. Wang Jiafen; and the independent non-executive Directors are Mr. Guo Hongxin, Mr. Dai Zumian, Mr. Pan Jiuan and Dr. Wang Xuehai.