

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 THE POSTPONED
ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Shareholders dated 22 April 2024. A notice convening the annual general meeting of the Company to be held at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC on Friday, 17 May 2024 at 9:30 a.m. is set out in pages 98 to 104 of the Original Circular. A supplemental notice convening the annual general meeting of the Company which is postponed and rescheduled to Friday, 21 June 2024 at 8:30 a.m. (U.S. Eastern Time) at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America is set out on pages 9 to 10 of this supplemental circular.

A Second Proxy Form for use at the Postponed AGM 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 the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meeting.

Unless otherwise stated, reference to times and dates in this supplemental circular are to Hong Kong times and dates.

* *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 16 May 2024 in relation to, among others, the postponement of the AGM
“Annual General Meeting” or “AGM”	the annual general meeting of the Company which was originally scheduled to be held at 9:30 a.m. on Friday, 17 May 2024 at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC as set out in pages 98 to 104 of the Original 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
“Branch Share Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Company”	Genscript Biotech Corporation, a company incorporated in Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1548)
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the proxy form which was published on 22 April 2024 together with the Original Circular
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2024, 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
“Original Circular”	the circular of the Company dated 22 April 2024 in respect of the matters to be considered at the AGM
“Original Notice”	the notice of the AGM as set out on pages 98 to 104 of the Original Circular

DEFINITIONS

“Postponed Annual General Meeting” or “Postponed AGM”	the annual general meeting of the Company which has been postponed and rescheduled to Friday, 21 June 2024 at 8:30 a.m. (U.S. Eastern Time) at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America as set out on pages 9 to 10 of this supplemental 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 published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.genscript.com) together with this supplemental circular
“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
“Supplemental Notice”	the notice of the Postponed AGM as set out on pages 9 to 10 of this supplemental circular
“U.S.”	United States of America



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)

Directors:

Executive Directors:

Dr. Zhang Fangliang
Mr. Meng Jiange (*Chairman*)
Ms. Wang Ye (*President*)
Dr. Zhu Li (*Chief Strategy Officer*)

Non-executive Directors:

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

Independent non-executive Directors:

Mr. Guo Hongxin
Mr. Dai Zumian
Mr. Pan Jiuan
Dr. Wang Xuehai
Mr. Cheung Yiu Leung Andy
Dr. Shi Chenyang

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

30 May 2024

To the Shareholders

Dear Sir or Madam

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

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

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

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

2. RE-ELECTION OF A NON-EXECUTIVE DIRECTOR

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

As disclosed in the Original Circular, in accordance with Article 108 of the Articles of Association, Dr. Wang Luquan shall retire at the AGM and be eligible for re-election. It was further disclosed in the Original Circular that, Dr. Wang Luquan decided not to offer himself for re-election at the AGM as he desired to focus on his own business, and would retire as a non-executive Director after the conclusion of the AGM.

Subsequent to the publication of the Original Circular and as disclosed in the Announcement, it has come to the attention of the Board that, Dr. Wang Luquan desires to offer himself for re-election at the Postponed AGM. The Board confirms and clarifies, Dr. Wang Luquan has never communicated any unconditional decision not to offer himself for re-election at the AGM. Accordingly, as disclosed in the Announcement, the Board has also resolved the submission of the additional resolution to the Shareholders for their consideration.

As a result, there are now six retiring directors standing for re-election as Directors at the Postponed AGM, namely, Dr. Zhang Fangliang, Mr. Meng Jiange, Dr. Zhu Li, Mr. Cheung Yiu Leung Andy, Dr. Shi Chenyang and Dr. Wang Luquan. The resolution relating to the re-election of Dr. Wang Luquan as a non-executive Director will be proposed under item 2(A)(vi) of the Supplemental Notice of the Postponed AGM.

Biographical details of Dr. Zhang Fangliang, Mr. Meng Jiange, Dr. Zhu Li, Mr. Cheung Yiu Leung Andy and Dr. Shi Chenyang have been set out in Appendix I to the Original Circular, while biographical details of Dr. Wang Luquan are set out in the Appendix I to this supplemental circular.

LETTER FROM THE BOARD

3. SUPPLEMENTAL NOTICE OF THE POSTPONED AGM AND SECOND PROXY FORM

As disclosed in the Announcement, due to the additional resolution to be submitted to the Shareholders for their consideration and the additional time required by the Company to prepare for the relevant resolution, the Board has resolved to postpone the AGM originally scheduled at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC on Friday, 17 May 2024 at 9:30 a.m. The Postponed AGM will be held on Friday, 21 June 2024 at 8:30 a.m. (U.S. Eastern Time) at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America to approve, among other things, the re-election of Dr. Wang Luquan by way of ordinary resolution. The Supplemental Notice of the Postponed AGM is set out on pages 9 to 10 of this supplemental circular.

Since the Original Notice and the First Proxy Form published together with the Original Circular do not contain the proposed resolution in relation to the re-election of Dr. Wang Luquan as a non-executive Director as set out in this supplemental circular, the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution. The Second Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.genscript.com).

Whether or not you are able to attend the Postponed AGM, 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 Postponed 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 Postponed AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Branch Share Registrar.

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 Postponed AGM (including, if properly put, a resolution for the re-election

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of Dr. Wang Luquan as a non-executive Director as set out in this supplemental circular) except for the resolutions 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 Postponed 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 the Postponed AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of the Postponed 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 the Postponed 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 Postponed AGM or any adjourned meeting thereof and voting in person should they so wish.

4. CHANGE OF BOOK CLOSURE PERIOD OF REGISTER OF MEMBERS

As set out in the Original Circular, the register of members of the Company was originally scheduled to be closed from Monday, 13 May 2024 to Friday, 17 May 2024, both days inclusive, during which period no transfer of shares of the Company would be registered, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM.

As disclosed in the Announcement, due to the postponement of the AGM, the period during which the register of members will be closed in order to determine the identity of the Shareholders who are entitled to attend and vote at the Postponed AGM (during which period no share transfers will be registered) will also be changed.

For determining the entitlement of Shareholders to attend and vote at the Postponed AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Postponed AGM, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor

LETTER FROM THE BOARD

Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 17 June 2024.

5. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental 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 supplemental circular misleading.

6. RECOMMENDATION

The Directors (except for Dr. Wang Luquan) express no opinion as to how the Shareholders should vote on the re-election of Dr. Wang Luquan as a non-executive Director at the Postponed AGM.

7. GENERAL INFORMATION

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

8. 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 Original 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 Postponed Annual General Meeting.

Director Candidate

Dr. Wang Luquan (王魯泉), aged 55, is a co-founder and a non-executive Director of the Company. He was appointed as a Director on 21 May 2015 and redesignated as a non-executive Director on 24 August 2015 and is primarily responsible for the Group's strategies and operational management. From 2003 to 2014, Dr. Wang Luquan was the president of Genscript Corporation and is still currently a director of Genscript Corporation. Dr. Wang Luquan is currently the director of two of the Company's subsidiaries, namely, GenScript (Hong Kong) Limited and Genscript USA Incorporated.

Dr. Wang Luquan has around 29 years of experience in the biotechnology industry. He has been appointed as the chief executive officer and chairman of Vibrant Pharma Ltd.* (信華生物藥業(廣州)有限公司) since December 2020. Prior to joining the Group, from 1991 to 1996, he worked as a graduate research assistant, and from 1995 to 1996, a bioinformatics staff at Rutgers University in the U.S. From 1996 to 2003, Dr. Wang Luquan was a senior principal scientist at Schering-Plough Research Institute.

Dr. Wang Luquan obtained a Bachelor of Science in Biochemistry degree from Shandong University* (山東大學) in the PRC in July 1991 and a Doctor of Philosophy degree from Rutgers University in the U.S. in October 1996.

As at 31 December 2023, Dr. Wang Luquan has interests in 839,743,753 shares of the Company. Save as disclosed herein, Dr. Wang Luquan does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

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

Dr. Wang Luquan has signed an appointment letter with the Company for a term of three years with effect from 24 August 2021 and is subject to retirement by rotation and eligible for re-election pursuant to the Articles of Association and the Listing Rules. Dr. Wang is not entitled to remuneration for the directorship position.

Save as disclosed above, in relation to the re-election of Dr. Wang Luquan 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.

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(Stock Code: 1548)

**SUPPLEMENTAL NOTICE OF THE POSTPONED
ANNUAL GENERAL MEETING**

REFERENCES ARE MADE TO the circular (the “**Original Circular**”) of Genscript Biotech Corporation (the “**Company**”) and the notice of the annual general meeting (the “**AGM**”) of the Company (the “**Original Notice**”) both dated 22 April 2024, and the announcement of the Company dated 16 May 2024, in relation to, among other things, the postponement of the AGM. This supplemental notice should be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM originally scheduled to be held at Conference Room, 208 Longmian Avenue, Jiangning District, Nanjing, Jiangsu Province, PRC on Friday, 17 May 2024 at 9:30 a.m. is rescheduled and postponed to Friday, 21 June 2024 at 8:30 a.m. (U.S. Eastern Time) at Conference Room, 860 Centennial Avenue, Piscataway, New Jersey, United States of America (the “**Postponed AGM**”) to consider and, if thought fit, approve the following resolution as ordinary resolution in addition to the resolution set out in the Original Notice:

ORDINARY RESOLUTION

2(A)(vi) To re-elect Dr. Wang Luquan as non-executive Director.

By Order of the Board
Genscript Biotech Corporation
Meng Jiange
Chairman

Hong Kong, 30 May 2024

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

* For identification purposes only

SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

Notes:

- (i) Details of the above resolution is set out in the supplemental circular of the Company dated 30 May 2024 (the “**Supplemental Circular**”).
- (ii) A second proxy form (the “**Second Proxy Form**”) containing the additional ordinary resolution numbered 2A(vi) is enclosed with the Supplemental Circular. Please refer to the section headed “**3. SUPPLEMENTAL NOTICE OF THE POSTPONED AGM AND SECOND PROXY FORM**” on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
- (iii) For determining the entitlement of Shareholders to attend and vote at the Postponed AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Postponed AGM, all transfers of shares 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 no later than 4:30 p.m. on Monday, 17 June 2024.
- (iv) Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Postponed AGM.
- (v) 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.
- (vi) 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.
- (vii) Unless otherwise stated, all dates and times mentioned in this supplemental notice refer to Hong Kong dates and times.

As at the date of this supplemental notice, the Board comprises Dr. Zhang Fangliang, Mr. Meng Jiange, Ms. Wang Ye and Dr. Zhu Li as executive Directors, Dr. Wang Luquan, Mr. Pan Yuexin and Ms. Wang Jiafen as non-executive Directors and Mr. Guo Hongxin, Mr. Dai Zumian, Mr. Pan Jiuan, Dr. Wang Xuehai, Mr. Cheung Yiu Leung Andy and Dr. Shi Chenyang as independent non-executive Directors.