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*Neither this announcement nor any content contained herein shall form the basis of any contract or commitment whatsoever.*



**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)

**DISCLOSEABLE TRANSACTION**  
**DEEMED DISPOSAL OF EQUITY INTEREST IN**  
**LEGEND BIOTECH IN RELATION TO THE**  
**REGISTERED DIRECT OFFERING**

**DEEMED DISPOSAL**

The Board is pleased to announce that on 5 May 2023 (U.S. Eastern Time, after trading hours in Hong Kong), Legend Biotech entered into the Purchase Agreement with the Investment Adviser and the Purchasers (through the Investment Adviser), pursuant to which, among other things, Legend Biotech agreed to issue and sell to the Purchasers an aggregate of 5,468,750 ADSs representing 10,937,500 Legend Biotech Shares in the Registered Direct Offering at a purchase price of US\$64.00 per ADS (equivalent to approximately HK\$502.4 per ADS).

**LISTING RULES IMPLICATION**

Immediately prior to the Closing, Legend Biotech is non-wholly owned by the Company as to approximately 51.36% of outstanding Legend Biotech Shares. Immediately upon the completion of the Registered Direct Offering, the shareholding of the Company in Legend Biotech will be diluted and reduced to 49.76% of outstanding Legend Biotech Shares, without taking into account the future allotment, issuance, exercise and vesting of the ESOP Shares and assuming the Legend Warrant has not been exercised. Therefore, the Registered Direct Offering constitutes a deemed disposal of the Company's equity interest in Legend Biotech under Rule 14.29 of the Listing Rules. As the highest

applicable percentage ratio (as defined in the Listing Rules) in respect of the deemed disposal arising from the Registered Direct Offering exceeds 5% but is less than 25%, the Registered Direct Offering constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

According to Rule 14.22 of the Listing Rules, the Stock Exchange will aggregate a series of transactions and treat them as if they were one transaction if they are all completed within a 12-month period or are otherwise related. As each of the Aggregated Transactions involves a reduction of the percentage shareholding of the Company in Legend Biotech and constitutes a deemed disposal on the part of the Company, the Aggregated Transactions will be required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the deemed disposals arising from the Aggregated Transactions, in aggregate, exceeds 5% but is less than 25%, the Aggregated Transactions constitute a discloseable transaction for the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **REGISTERED DIRECT OFFERING BY LEGEND BIOTECH**

The Board is pleased to announce that on 5 May 2023 (U.S. Eastern Time, after trading hours in Hong Kong), Legend Biotech Corporation (“**Legend Biotech**”), a non-wholly owned subsidiary of the Company, whose ordinary shares, par value US\$0.0001 per share, are listed by way of American Depositary Shares (“**ADSs**”), each ADS representing two (2) Legend Biotech Shares, on the Nasdaq Global Select Market in the United States, entered into a securities purchase agreement (the “**Purchase Agreement**”) with the Investment Adviser (as defined below) and certain purchasers (severally, and not jointly, through the Investment Adviser) (the “**Purchasers**”), pursuant to which, among other things, Legend Biotech agreed to issue and sell to the Purchasers an aggregate of 5,468,750 ADSs representing 10,937,500 Legend Biotech Shares (the “**Offering ADSs**”), at a purchase price of US\$64.00 per ADS (equivalent to approximately HK\$502.4 per ADS), in a direct offering registered with the SEC (the “**Registered Direct Offering**”).

The Registered Direct Offering was made pursuant to Legend Biotech’s “shelf” registration statement on Form F-3 (File No. 333-257609), which includes a prospectus (the “**Base Prospectus**”), relating to the public offering of certain securities of Legend Biotech, including Legend Biotech Shares represented by ADSs, which was filed and automatically became effective on 1 July 2021. In connection with the Registered Direct Offering, Legend Biotech will deliver to the Purchasers a prospectus supplement to the Base Prospectus (the “**Final Prospectus Supplement**”) dated 5 May 2023 and relating to the Registered Direct Offering, which Legend Biotech will file with the SEC.

### **Purchase Agreement**

**Date:** 5 May 2023 (U.S. Eastern Time, after trading hours in Hong Kong)

### **Parties:**

- (1) Legend Biotech, as the issuer;
- (2) T. Rowe Price Associates, Inc., acting in its individual capacity or solely in its capacity as investment adviser to the Purchasers, as set forth in the Purchase Agreement (the “**Investment Adviser**”); and
- (3) The Purchasers, being funds and accounts advised by the Investment Adviser.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of the Investment Adviser, the Purchasers and their respective ultimate beneficial owners/investment managers/general partners is an Independent Third Party.

### Offer Price and Use of Proceeds

The offering price of each Offering ADS relating to the Registered Direct Offering was determined based on negotiation between Legend Biotech and the Investment Adviser in light of the market price of Legend Biotech's ADSs.

The gross proceeds to Legend Biotech from the Registered Direct Offering are expected to be approximately US\$350.0 million (equivalent to approximately HK\$2,747.5 million), before deducting estimated offering expenses.

Legend Biotech intends to utilize the net proceeds from the Registered Direct Offering, together with existing cash and cash equivalents, for its planned operating expenses and capital expenditures through the fourth quarter of 2025.

The Registered Direct Offering is expected to close on or about 10 May 2023, subject to the satisfaction of customary closing conditions.

### Shareholding structure

To the best knowledge of the Company, the shareholding structure of Legend Biotech immediately prior to and immediately after the Closing is set out below:

Name of the Shareholders	Legend Biotech Shares	ADSs <sup>(1)</sup>	Shareholding percentage immediately prior to the Closing	Shareholding percentage immediately after the Closing	Shareholding Percentage immediately after the Closing on the Fully Diluted Basis <sup>(2)</sup>
Company	174,497,556	87,248,778	51.36%	49.76%	45.78%
The Purchasers	10,937,500	5,468,750	-	3.12%	2.87%
Other Shareholders	165,232,120	82,616,060	48.64%	47.12%	45.97%
Legend ESOP <sup>(3)</sup>	20,503,544	10,251,772	-	-	5.38%
<b>Total</b>	<b>371,170,720</b>	<b>185,585,360</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

Notes:

- (1) Each ADS represents two Legend Biotech Shares.
- (2) The shareholding percentages are calculated on the Fully Diluted Basis assuming (i) all the Legend ESOP Shares are allotted and issued, and (ii) the Legend Warrant has been fully exercised.
- (3) The employee stock ownership plan of Legend (the "**Legend ESOP**") includes (i) the share option scheme of Legend Biotech adopted and approved by the shareholder of the Legend Biotech on 21 December 2017 (the "**Legend Share Option Scheme**"), pursuant to which a maximum of 20,000,000 Legend Biotech Shares may be issued upon the exercise of the options granted thereunder, and (ii) a share incentive plan of Legend Biotech adopted and approved by the shareholder of Legend Biotech on 26 May 2021, pursuant to which a maximum of 11,000,000 Legend Biotech Shares may be issued pursuant to the vesting of the restricted stock units granted thereunder. The exercise of the options granted or to be granted, and the vesting of the restricted stock units to be granted under the Legend ESOP shall be subject to a vesting schedule as specified in the relevant scheme documents.

## GENERAL INFORMATION

### Information of the Investment Adviser

T. Rowe Price Associates, Inc. is a wholly owned subsidiary of T. Rowe Price Group, Inc. (NASDAQ-GS: TROW). T. Rowe Price Group, Inc. is a global investment management organization that provides an array of mutual funds, subadvisory services, and separate account management for individual and institutional investors, retirement plans, and financial intermediaries.

### Information of the Group

The Company was incorporated on 21 May 2015 in the Cayman Islands as an exempted company with limited liability. Originally founded in New Jersey, United States in 2002, the Group has grown into a well-recognised life sciences research and application service and product provider that applies its proprietary technology to various fields from basic life sciences research to translational biomedical development, industrial synthetic products, and cell therapeutic solutions.

### Information of Legend Biotech

Legend Biotech is an exempted company incorporated under the laws of the Cayman Islands with limited liability. Legend Biotech principally engages in the development of CAR-T cell therapies. Immediately prior to the completion of the Registered Direct Offering, it is directly held as to 51.36% of outstanding Legend Biotech Shares by the Company, without taking into account the future allotment, issuance, exercise and vesting of the ESOP Shares and assuming the Legend Warrant has not been exercised.

Set out below is certain financial information in relation to the Legend Biotech for the two years ended 31 December 2022 as disclosed in Legend Biotech's Form 20-F, which was filed with the SEC on 30 March 2023:

	<b>For the year ended 31 December,</b>	
	<b>2021</b>	<b>2022</b>
	<i>Audited (US\$ in thousands)</i>	
Revenue	68,826	117,005
Loss before tax	(407,196)	(445,724)
Net loss attributable to ordinary shareholders	(403,582)	(446,349)

As at 31 December 2022, the net assets of Legend Biotech was approximately US\$744.3 million.

Shareholders should note that the figures above are extracted from the public filing of the Form 20-F of Legend Biotech and the audited consolidated financial statements therein contained have been prepared in accordance with International Financial Reporting Standards as issued by the IASB, which comprise all standards and interpretations approved by the IASB.

### FINANCIAL IMPACT OF DEEMED DISPOSAL

Immediately prior to the Closing, Legend Biotech is owned as to 51.36% of outstanding Legend Biotech Shares by the Company, without taking into account the future allotment, issuance, exercise and vesting of the ESOP

Shares and assuming the Legend Warrant has not been exercised. Immediately upon the completion of the Registered Direct Offering, the shareholding of the Company in Legend Biotech will be diluted and reduced to 49.76% of outstanding Legend Biotech Shares, without taking into account the future allotment, issuance, exercise and vesting of the ESOP Shares and assuming the Legend Warrant has not been exercised.

As disclosed in the “Major Shareholders and Related Party Transactions” section of the Legend Biotech’s annual report on Form 20-F filed with the SEC on 30 March 2023 and as of the date of this announcement, Dr. Zhang Fangliang, being one of our Controlling Shareholders, has voting power over approximately 1.2 million Legend Biotech Shares pursuant to irrevocable proxies granted to him by certain option holders under the Legend Share Option Scheme, which such proxies became effective upon the exercise of share options pursuant to which such Legend Biotech Shares were issued. On the basis that Dr. Zhang Fangliang, through the Company and such proxies, is entitled to exercise or control the exercise of over 50% of the voting power at general meetings of Legend Biotech, Legend Biotech will continue to be a non-wholly owned subsidiary of the Company. The results of operations and financial position of Legend Biotech will continue to be recorded in the Group’s consolidated financial statements. As the effect of the Registered Direct Offering will not cause a loss of the Group’s control over Legend Biotech, the deemed disposal due to the Registered Direct Offering will be accounted for as an equity transaction that will not result in the recognition of any gain or loss in profit or loss.

## **REASONS FOR, AND BENEFITS OF, THE REGISTERED DIRECT OFFERING**

Legend Biotech intends to utilize the net proceeds from the Registered Direct Offering, together with existing cash and cash equivalents for its planned operating expenses and capital expenditures through the fourth quarter of 2025.

The Board believes that the Registered Direct Offering will be beneficial to both the Company and the Legend Biotech Group as the raising of additional capital by Legend Biotech to finance its potential future growth and expansion opportunities and its working capital requirements will benefit the Company as the shareholder of Legend Biotech.

The Directors, including the independent non-executive Directors, are of the view that the terms of the Registered Direct Offering are fair and reasonable and in the interests of the Shareholders as a whole.

## **LISTING RULES IMPLICATION**

Immediately prior to the Closing, Legend Biotech is non-wholly owned by the Company as to approximately 51.36% of outstanding Legend Biotech Shares by the Company, without taking into account the future allotment, issuance, exercise and vesting of the ESOP Shares and assuming the Legend Warrant has not been exercised. Immediately upon the completion of the Registered Direct Offering, the shareholding of the Company in Legend Biotech will be diluted and reduced to 49.76% of outstanding Legend Biotech Shares by the Company, without taking into account the future allotment, issuance, exercise and vesting of the ESOP Shares and assuming the Legend Warrant has not been exercised. Therefore, the Registered Direct Offering constitutes a deemed disposal of the Company’s equity interest in Legend Biotech under Rule 14.29 of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the deemed disposal arising from the Registered Direct Offering exceeds 5% but is less than 25%, the Registered Direct Offering constitutes a discloseable transaction for the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

According to Rule 14.22 of the Listing Rules, the Stock Exchange will aggregate a series of transactions and treat them as if they were one transaction if they are all completed within a 12-month period or are otherwise related. As each of the Aggregated Transactions involves a reduction of the percentage shareholding of the Company in Legend Biotech and constitutes a deemed disposal on the part of the Company, the Aggregated Transactions will be required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the deemed disposal arising from the Aggregated Transactions, in aggregate, exceeds 5% but is less than 25%, the Aggregated Transactions constitute a discloseable transaction for the Company and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Directors (including independent non-executive Directors) are of the view and have confirmed that the terms of the Purchase Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

## **GENERAL**

Statements in this announcement about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, constitute “forward-looking statements” within the meaning of applicable securities laws, including The Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements relating to the closing of the Registered Direct Offering. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors including: uncertainties related to market conditions and the completion of the Registered Direct Offering (which may cause the Registered Direct Offering to not be completed on the anticipated terms or at all), and other factors discussed in the “Risk Factors” section of Legend Biotech’s Annual Report on Form 20-F for the year ended December 31, 2022 filed with the SEC on March 30, 2023, as well as in Legend Biotech’s other filings with the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this report as anticipated, believed, estimated or expected. The Group and Legend Biotech specifically disclaim any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

## **DEFINITIONS**

“Aggregated Transactions”	collectively, the (i) the deemed disposal of the Company’s equity interest in Legend Biotech pursuant to the Follow-on Public Offering, and (ii) the deemed disposal of the Company’s equity interest in Legend Biotech pursuant to the RA Previous Private Placement, (iii) the deemed disposal of the Company’s equity interest in Legend Biotech pursuant to the Hillhouse Private Placement, and (iv) the deemed disposal of the Company’s equity interest in Legend Biotech pursuant to the Registered Direct Offering;
“Board”	the board of Directors of the Company;
“Company”	Genscript Biotech Corporation 金斯瑞生物科技股份有限公司 * (Stock Code: 1548), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;

“ESOP Shares”		an aggregate of 31,000,000 Legend Biotech Shares that have been reserved for (i) the share option scheme of Legend Biotech adopted and approved by the Company on 21 December 2017, pursuant to which a maximum of 20,000,000 Legend Biotech Shares may be issued upon exercise of the options granted thereunder, and (ii) a share incentive plan of Legend Biotech adopted and approved by the shareholder of Legend Biotech on 26 May 2020, pursuant to which a maximum of 11,000,000 Legend Share may be issued pursuant to the vesting of the restricted stock units granted thereunder ;
“Fully Diluted Basis”		for the purpose of calculating share numbers, that the calculation is made assuming that (i) all the ESOP Shares have been allotted, issued, exercised and vested, and (ii) the Legend Warrant has been fully exercised;
“Group”		the Company and its subsidiaries;
“Hillhouse Placement”	Private	the private placement of Legend Biotech Shares. Please see the announcement of the Company dated 7 May 2023;
“Hong Kong”		the Hong Kong Special Administrative Region of the People’ s Republic of China;
“Independent Third Party”		the independent third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and the connected person(s) (as defined in the Listing Rules) of the Company;
“Legend Biotech Group”		Legend Biotech and its subsidiaries;
“Legend Biotech Shares”		ordinary shares of par value US\$0.0001 each in the capital of Legend Biotech;
“Legend Warrant”		a warrant exercisable for up to 10,000,000 Legend Biotech Shares at an aggregate exercise price of US\$200.0 million. Please see the announcements of the Company dated 14 May 2021 and 23 May 2021 for details;
“Listing Rules”		the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Follow-on Public Offering”		the follow-on public offering of ADSs completed on 29 July 2022. Please see the announcements of the Company dated 26 July 2022, 27 July 2022, 28 July 2022 and 31 July 2022 for details;
“RA Previous Placement”	Private	the private placement of Legend Biotech Shares. Please see the announcements of the Company dated 20 April 2023 and 25 April 2023;
“SEC”		The United States Securities and Exchange Commission
“Shareholder(s)”		the holders of shares of the Company;
“Stock Exchange”		The Stock Exchange of Hong Kong Limited;
“US\$”		United States Dollar, the lawful currency of the United States of America; and
“%”		per cent.

For illustrative purpose of this announcement, US\$1 = HK\$7.85.

This announcement has been issued in the English language with a separate Chinese language translation. If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.

**The Registered Direct Offering may or may not proceed. Shareholders and potential investors of the Company are advised to pay attention to investment risks and exercise caution when they deal or contemplate dealing in the securities of the Company.**

By Order of the Board  
**Genscript Biotech Corporation**  
**MENG Jiange**  
*Chairman and Executive Director*

Hong Kong, 8 May 2023

*As at the date of this announcement, the executive Directors are Dr. Zhang Fangliang, Mr. Meng Jiange, Ms. Wang Ye and Dr. Zhu Li; the non-executive Directors are 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*

*\* For identification purposes only*