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**RemeGen Co., Ltd.\***

**榮昌生物製藥(煙台)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 9995)**

## **ANNOUNCEMENT REGARDING H SHARE FULL CIRCULATION LISTING APPROVAL GRANTED BY THE STOCK EXCHANGE**

### **INTRODUCTION**

Reference is made to the announcements (the “**Announcements**”) of RemeGen Co., Ltd.\* 榮昌生物製藥(煙台)股份有限公司 (the “**Company**”) dated March 25, 2021 and May 10, 2021 in relation to the official approval by the China Securities Regulatory Commission (the “**CSRC**”) regarding the implementation of the H share full circulation program of the Company, pursuant to which up to 71,232,362 unlisted shares (the “**Converted H Shares**”) can be converted into H shares of the Company and their listing thereof on the Stock Exchange (the “**Conversion and Listing**”).

Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **LISTING APPROVAL**

The Company is pleased to announce that the approval for the listing (the “**Listing Approval**”) of and the permission to deal in the Converted H Shares was granted by the Stock Exchange on May 17, 2021.

### **SHAREHOLDING STRUCTURE**

The Conversion and Listing will involve a total of 15 participating holders (the “**Participating Shareholders**”) of 71,232,362 unlisted shares (the “**Unlisted Shares**”) who will, after the Conversion and Listing, hold approximately 37.57% of total issued H Shares of the Company. Set out below is the percentage holding of those Participating Shareholders who are connected persons of the Company upon completion of the Conversion and Listing:

Name of the holder of Unlisted Shares	Number of Converted H Shares	Approximate percentage of total issued H Shares of the Company upon completion of the Conversion and Listing
I-NOVA LIMITED <sup>(1)</sup>	26,000,000	13.71%
RongChang Holding Group LTD. <sup>(1)</sup>	7,572,387	3.99%
Wholly Sunbeam Limited <sup>(1)</sup>	7,427,452	3.92%
RC-Biology Investment Ltd. <sup>(1)</sup>	10,818,262	5.71%
Metroplus International Limited <sup>(1)</sup>	5,237,181	2.76%
LBC Sunshine Healthcare Fund L.P. <sup>(1)</sup>	194,771	0.10%
Janchor Partners Pan-Asian Master Fund <sup>(1)</sup>	129,848	0.07%
MINTU Infrastructure Development Holdings Co., Limited (民圖基礎設施發展控股有限公司) <sup>(1)</sup>	2,325,294	1.23%
Senming Capital Limited <sup>(1)</sup>	1,507,616	0.80%
CRF Investment Holdings Company Limited <sup>(1)</sup>	973,856	0.51%
SDIC Chuanghe National Leading Fund of Emerging Industries VC (Limited Partnership)* (國投創合國家新興 產業創業投資引導基金(有限合夥)) <sup>(2)</sup>	3,769,042	1.99%
Hangzhou Chuanghe Select Venture Capital (Limited Partnership)* (杭州創合精選創業投資合夥企業(有限合 夥)) <sup>(2)</sup>	1,507,615	0.80%
Nanjing Huatai Healthcare Investment I LLP* (南京華泰大 健康一號股權投資合夥企業(有限合夥)) <sup>(2)</sup>	3,475,226	1.83%
Nanjing Huatai Healthcare Investment II LLP* (南京華泰大 健康二號股權投資合夥企業(有限合夥)) <sup>(2)</sup>	238,110	0.13%
Nanjing Daoan Management Center GP* (南京道安企業管理 中心(普通合夥)) <sup>(2)</sup>	55,702	0.03%
<b>Total</b>	<b>71,232,362</b>	<b>37.57%</b>

*Notes:*

- (1) Denotes holders of Unlisted Foreign Shares which will be converted to H Shares.
- (2) Denotes holders of Domestic Shares which will be converted to H Shares.

The share capital structure of the Company as at the date of this announcement and upon completion of the Conversion and Listing is set out below:

Class of shares	Immediately before completion of the conversion and listing of the Unlisted Shares		Upon completion of the conversion and listing of the Unlisted Shares	
	<i>Number of Shares</i>	<i>Percentage (approximately)</i>	<i>Number of Shares</i>	<i>Percentage (approximately)</i>
Domestic Shares	239,294,291	48.85%	230,248,596	47.01%
Unlisted Foreign Shares	132,193,534	26.99%	70,006,867	14.29%
H Shares	118,348,877	24.16%	189,581,239	38.70%
<b>Total number of issued Shares</b>	<b>489,836,702</b>	<b>100.00%</b>	<b>489,836,702</b>	<b>100.00%</b>

## CONVERSION AND TRADING PROCEDURES

With their authorization and on behalf of the Participating Shareholders, the Company has completed the cancellation registration procedure for Unlisted Shares held by the Participating Shareholders in China Securities Depository and Clearing Corporation Limited (the “**China Clearing**”) Shenzhen Branch. On May 7, 2021, the Participating Shareholders holding 71,232,362 Unlisted Shares have been removed from the register of members of unlisted shares maintained by China Clearing.

The Company will complete the following procedures in connection with the Conversion and Listing:

- (i) For holders of the Unlisted Shares who are People’s Republic of China (the “**PRC**”) nationals, with their authorization and on behalf of the Participating Shareholders, the Company will appoint China Clearing as the nominee to deposit the relevant securities of the PRC nationals (the “**Relevant Securities**”) at China Securities Depository and Clearing (Hong Kong) Company Limited (“**China Clearing HK**”) and China Clearing HK in its own name will deposit the Relevant Securities at Hong Kong Securities Clearing Company Limited (“**HKSCC**”). China Clearing as the nominee of the Participating Shareholders, who are PRC nationals, will handle all custody, maintenance of detailed records, cross-border settlement and corporate actions etc. relating to the Converted H Shares for the Participating Shareholders who are PRC nationals.
- (ii) The Company will instruct the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, in relation to the issue of the relevant share certificates of the Converted H Shares.
- (iii) The Company will make arrangements to enable the Converted H Shares be accepted as eligible securities by HKSCC for deposit, clearance and settlement in Central Clearing and Settlement System (“**CCASS**”).

The holders of the Converted H Shares who are PRC nationals can only conduct share trading after the below arrangement procedures relating to the registration, depositary and transaction settlement of the Conversion and Listing are completed:

- (i) The Company will apply to China Clearing, Shenzhen Branch for the maintenance of the detailed records of the initial holding of the Converted H Shares held by the relevant holders. Meanwhile, the Company will submit applications for a domestic transaction commission code and abbreviation, which will be confirmed by China Clearing, Shenzhen Branch pursuant to the authorization of the Shenzhen Stock Exchange (the “**Shenzhen Stock Exchange**”).
- (ii) The Shenzhen Stock Exchange authorizes Shenzhen Securities Communication Co., Ltd. to provide services relating to trading entrustment orders and transmission of trading messages between Huatai Securities Co., Ltd. (“**Huatai Securities**”) and Huatai Financial Holdings (Hong Kong) Limited (“**Huatai Financial Holdings**”) for the Converted H Shares, and the real-time market forwarding services of the relevant H Shares.
- (iii) According to the “Circular of the State Administration of Foreign Exchange on Issues concerning the Administration of Foreign Exchange Involved in Overseas Listing” 《(國家外匯管理局關於境外上市外匯管理有關問題的通知)》, the holders of the Converted H Shares who are PRC nationals should complete the overseas shareholding registration with the local foreign exchange administration bureau before the shares are sold, and after the overseas shareholding registration, open a specified bank account for the purpose of holding of shares overseas by onshore investors at an designated onshore bank with relevant qualifications, open a specified fund account for the purpose of H share “Full Circulation” at Huatai Securities. Huatai Securities shall open a securities trading account for H share “Full Circulation” at Huatai Financial Holdings.
- (iv) The holders of the Converted H Shares who are PRC nationals should, through the specified account, submit entrusted trading order of the Converted H Shares through Huatai Securities. The relevant orders of the holders of the Converted H Shares will be submitted to the Stock Exchange for trading through the securities trading account opened by Huatai Securities at Huatai Financial Holdings. After completion of the transaction, Huatai Financial Holdings and China Clearing HK, China Clearing HK and China Clearing, China Clearing and Huatai Securities, Huatai Securities and the holders of the Converted H Shares will conduct settlement respectively.

Based on the current timetable, which is subject to adjustment, it is expected that the share certificates for the Converted H Shares in relation to the Unlisted Shares will be issued to China Clearing HK and deposited into CCASS operated by HKSCC on June 2, 2021 and the listing of such portion of Converted H Shares on the Stock Exchange will commence at 9:00 a.m. on June 3, 2021. It is expected that the conversion and listing of Unlisted Shares will be completed no later than June 28, 2021.

Further announcement(s) will be made by the Company when and where appropriate.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

By order of the Board  
**RemeGen Co., Ltd.**  
**Mr. Wang Weidong**  
*Chairman and executive director*

Yantai, The People's Republic of China  
May 17, 2021

*As at the date of this announcement, the Board of the Company comprises Mr. Wang Weidong, Dr. Fang Jianmin, Dr. He Ruyi and Mr. Lin Jian as the executive directors, Dr. Wang Liqiang and Dr. Su Xiaodi as the non-executive directors, and Ms. Yu Shanshan, Mr. Hao Xianjing and Dr. Lorne Alan Babiuk as the independent non-executive directors.*

\* *For identification purpose*