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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)

**(1) REVISION OF ANNUAL CAP UNDER THE 2023-2025
MABPLEX MASTER SERVICE AGREEMENT
(2) REVISION OF ANNUAL CAPS UNDER THE 2023-2025
MATERIALS PURCHASE FRAMEWORK AGREEMENT**

Reference is made to the announcements of the Company dated May 24, 2022 and June 21, 2022 and the circular of the Company dated May 31, 2022 (together, the “**CCT Publications**”) in relation to, among other things, the 2023-2025 MabPlex Master Service Agreement and the 2023-2025 Materials Purchase Framework Agreement.

As the respective actual transaction amounts of the transactions contemplated under the 2023-2025 MabPlex Master Service Agreement in 2024 and the 2023-2025 Materials Purchase Framework Agreement in 2024 and 2025 may exceed the annual caps as set out in the CCT Publications, on April 26, 2024, the Board resolved to revise (i) the existing annual cap for the 2023-2025 MabPlex Master Service Agreement for the year ending December 31, 2024, and (ii) the existing annual caps for the 2023-2025 Materials Purchase Framework Agreement for the years ending December 31, 2024 and December 31, 2025.

As of the date of this announcement, (i) MabPlex is owned as to approximately 32.95% by the Controlling Shareholders; (ii) CelluPro is owned as to 51% by MabPlex and 49% by RC Pharma and RC Pharma is owned as to approximately 63.93% by the Controlling Shareholders. As such, each of MabPlex and CelluPro is a connected person of the Company under Rule 14A.12(1) (c) of the Listing Rules. Therefore, the transactions contemplated under each of the 2023-2025 MabPlex Master Service Agreement and 2023-2025 Materials Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As at least one of the applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of each of the Revised 2024 MabPlex Master Service Cap and the Revised 2024-2025 Materials Purchase Caps, respectively, exceeds 5%, the respective transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

REVISION OF ANNUAL CAP UNDER THE 2023-2025 MABPLEX MASTER SERVICE AGREEMENT

Background

Reference is made to the CCT Publications in relation to, among other things, the 2023-2025 MabPlex Master Service Agreement.

As the actual transaction amount of the transactions contemplated under the 2023-2025 MabPlex Master Service Agreement in 2024 may exceed the annual cap as set out in the CCT Publications as it is estimated that the demand for commissioned research and development and production services for, among others, RC88, will increase in 2024 with the acceleration of the Company's research and development progress, on April 26, 2024, the Board resolved to revise the existing annual cap for the 2023-2025 MabPlex Master Service Agreement for the year ending December 31, 2024.

Save for the revision of the annual cap for the year ending December 31, 2024 as described below, the terms of the 2023-2025 MabPlex Master Service Agreement have not been changed or modified in any way. For details of the major terms of the 2023-2025 MabPlex Master Service Agreement, please refer to the CCT Publications.

Historical amounts

The annual cap for the year ended December 31, 2023 under the 2023-2025 MabPlex Master Service Agreement was RMB70,000,000. The table below sets out the historical amounts incurred by the Company under the 2023-2025 MabPlex Master Service Agreement during the periods indicated below:

| | For the three months ended March 31, 2024 RMB | For the year ended December 31, 2023 RMB |
|------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------|
| Transaction amount (in approximation) | 6,965,068 | 36,016,000 |

Original and Revised 2024 MabPlex Master Service Cap

The Company proposes that the below Revised 2024 MabPlex Master Service Cap be set for the transactions with MabPlex under the 2023-2025 MabPlex Master Service Agreement in respect of the year ending December 31, 2024:

| | For the year ending December 31, 2024 RMB |
|------------------------------------------|----------------------------------------------------------|
| Original 2024 MabPlex Master Service Cap | 60,000,000 |
| Revised 2024 MabPlex Master Service Cap | 80,000,000 |

The Company confirms that as at the date of this announcement, the transaction amount under the 2023-2025 MabPlex Master Service Agreement has not exceeded the Original 2024 MabPlex Master Service Cap.

Basis of determination of the Revised 2024 MabPlex Master Service Cap

In determining the Revised 2024 MabPlex Master Service Cap, the Directors have considered: (i) the historical transaction amounts paid by the Group to MabPlex under the 2023-2025 MabPlex Master Service Agreement; and (ii) the expected increased demand for services provided by MabPlex under the 2023-2025 MabPlex Master Service Agreement due to the acceleration of the Company's research and development progress, including approximately RMB67,471,000 for RC88, RMB325,000 for RC248 and RMB5,239,000 for other research and development projects in transaction value for the period from April to December in 2024, and approximately RMB68,150,000 for RC88, RMB6,500,000 for RC248 and RMB5,350,000 for other research and development projects in transaction value for the year ending December 31, 2024.

Reasons for and benefits of the Revised 2024 MabPlex Master Service Cap

The Board has been closely monitoring the Group's demand for research and development and manufacturing services. By the adoption of the Revised 2024 MabPlex Master Service Cap, the Group will be able to continue outsourcing its research and development and manufacturing for certain non-core products without disruption.

The Directors (excluding the independent non-executive Directors who will provide their view after considering the advice from the independent financial adviser) considered that the Revised 2024 MabPlex Master Service Cap is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Listing Rules implications

As of the date of this announcement, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders. As such, MabPlex is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2023-2025 MabPlex Master Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As at least one of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Revised 2024 MabPlex Master Service Cap, exceeds 5%, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian and Dr. Wang Liqiang are our Controlling Shareholders and have material interest in the Revised 2024 MabPlex Master Service Cap, they have abstained from voting on the Board resolutions approving the Revised 2024 MabPlex Master Service Cap and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules.

REVISION OF ANNUAL CAPS UNDER THE 2023-2025 MATERIALS PURCHASE FRAMEWORK AGREEMENT

Background

Reference is made to the CCT Publications in relation to, among other things, the 2023-2025 Materials Purchase Framework Agreement.

As the actual transaction amounts of the transactions contemplated under the 2023-2025 Materials Purchase Framework Agreement in 2024 and 2025 may exceed the annual caps as set out in the CCT Publications as it is estimated that there will be increased demand for cell culture medium products which are used in the commercial manufacturing process of telitacipt (brand name: 泰爱®) and disitamab vedotin (brand name: 爱地希®), on April 26, 2024, the Board resolved to revise the existing annual caps under the 2023-2025 Materials Purchase Framework Agreement for the years ending December 31, 2024 and December 31, 2025.

Save for the revision of the annual caps as described below, the terms of the 2023-2025 Materials Purchase Framework Agreement have not been changed or modified in any way. For details of the major terms of the 2023-2025 Materials Purchase Framework Agreement, please refer to the CCT Publications.

Historical amounts

The annual cap for the year ended December 31, 2023 under the 2023-2025 Materials Purchase Framework Agreement was RMB53,000,000. The table below sets out the historical amounts incurred by the Company under the 2023-2025 Materials Purchase Framework Agreement during the periods indicated below:

| | For the three months ended March 31, 2024 RMB | For the year ended December 31, 2023 RMB |
|------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------|
| Transaction amount (in approximation) | 9,369,446 | 40,801,000 |

Original and Revised 2024-2025 Materials Purchase Caps

The Company proposes that the below Revised 2024-2025 Materials Purchase Caps be set for the transactions with CelluPro under the 2023-2025 Materials Purchase Framework Agreement in respect of the years ending December 31, 2024 and December 31, 2025:

| | For the year ending December 31, 2024 RMB | For the year ending December 31, 2025 RMB |
|--------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------|
| Original 2024-2025 Materials Purchase Caps | 60,000,000 | 65,000,000 |
| Revised 2024-2025 Materials Purchase Caps | 75,000,000 | 90,000,000 |

The Company confirms that as at the date of this announcement, the transaction amount under the 2023-2025 Materials Purchase Framework Agreement has not exceeded the Original 2024-2025 Materials Purchase Caps.

Basis of determination of the Revised 2024-2025 Materials Purchase Caps

In determining the Revised 2024-2025 Materials Purchase Caps, the Directors have considered: (i) the historical transaction amounts paid by the Group to CelluPro for the medium products, i.e., the basic culture medium and the feed medium under the 2023-2025 Materials Purchase Agreement; and (ii) the expected demand for medium products used for the commercial manufacturing of telitacicept (brand name: 泰爱®) and disitamab vedotin (brand name: 爱地希®) in accordance with the production schedule of the Company, amounting to 840,065L of medium for the period from April to December in 2024, amounting to approximately RMB65,630,554 in transaction value; approximately 952,140L of medium for the year ending December 31, 2024, amounting to approximately RMB75,000,000 in transaction value; and approximately 1,172,884L for the year ending December 31, 2025, amounting to approximately RMB90,000,000 in transaction value.

Reasons for and benefits of the Revised 2024-2025 Materials Purchase Caps

The Board has been closely monitoring the Group's demands for medium products. By the adoption of the Revised 2024-2025 Materials Purchase Caps, the Group will be able to continue its commercial manufacturing activities for telitacicept (brand name: 泰爱®) and disitamab vedotin (brand name: 爱地希®) as well as other ongoing research and development activities for other drug candidates without disruption. CelluPro is a medium manufacturing company specializing in the development, production of high-quality serum free medium for mammalian cells culture. After comparing the terms of purchase of medium products from CelluPro and from other third party providers and taking into account of commercial considerations such as cost control and product quality, the Group has purchased the medium products from CelluPro since 2018, and CelluPro is able to provide the medium products required by the Group.

The Directors (excluding the independent non-executive Directors who will provide their view after considering the advice from the independent financial adviser) considered the Revised 2024-2025 Materials Purchase Caps are on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Listing Rules implications

As of the date of this announcement, CelluPro is owned as to 51% by MabPlex and 49% by RC Pharma and RC Pharma is owned as to approximately 63.93% by the Controlling Shareholders. As such, CelluPro is a connected person of the Company under Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2023-2025 Materials Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratio(s) calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Revised 2024-2025 Materials Purchase Caps, exceeds 5%, the transactions contemplated thereunder are subject to the reporting, annual review, announcement requirements and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

As Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian and Dr. Wang Liqiang are our Controlling Shareholders and have material interest in the Revised 2024-2025 Materials Purchase Caps, they have abstained from voting on the Board resolutions approving the Revised 2024-2025 Materials Purchase Caps and the transactions contemplated thereunder.

Shanghai Listing Rules implications

As the A Shares are listed on the Shanghai Stock Exchange, the Company is also required to comply with relevant requirements of the Shanghai Listing Rules.

INFORMATION ON THE PARTIES

The Group is a fully-integrated biopharmaceutical company committed to the discovery, development and commercialization of innovative and differentiated biologics for the treatment of autoimmune, oncology and ophthalmic diseases with unmet medical needs in China and globally.

MabPlex is a global CDMO services provider in the development and manufacturing of biopharmaceuticals, including mAbs, recombinant proteins, ADCs and bispecifics.

CelluPro is a medium manufacturing company specializing in the development, production of high-quality serum free medium for mammalian cells culture.

AGM

The AGM will be convened to consider, and, if thought fit, approve, among others, the resolutions in relation to revision of annual cap(s) under the 2023-2025 MabPlex Master Service Agreement and the 2023-2025 Materials Purchase Framework Agreement.

A circular containing, among other things, further information on the revision of annual caps under the 2023-2025 MabPlex Master Service Agreement and the 2023-2025 Materials Purchase Framework Agreement, together with a notice convening the AGM, will be made available to the Shareholders in due course. In order to determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 25, 2024 to Friday, June 28, 2024 (both days inclusive). In order to be qualified to attend and vote at the AGM, Shareholders must lodge all transfer documents accompanied by the relevant H Share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, June 24, 2024 (for holders of H Shares).

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee has been established to consider whether the Revised 2024 MabPlex Master Service Cap and the Revised 2024-2025 Materials Purchase Caps are fair and reasonable, and to advise the Independent Shareholders on how to vote in respect of the relevant resolutions.

INDEPENDENT FINANCIAL ADVISER

The Company will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the Revised 2024 MabPlex Master Service Cap and the Revised 2024-2025 Materials Purchase Caps are fair and reasonable and as to voting at the AGM so far as the Independent Shareholders are concerned.

DEFINITIONS

Unless otherwise defined in this announcement as follows, terms used in this announcement shall have the same meaning as those defined in the CCT Publications.

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| “A Shares” | domestic RMB ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Sci-Tech Board |
| “AGM” | the 2023 annual general meeting of the Company to be held on Friday, June 28, 2024 |
| “Board” | the board of Directors of the Company |

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|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “CelluPro” | Yantai CelluPro Biotechnology Co., Ltd.* (煙台賽普生物技術有限公司), a limited liability company incorporated in the PRC on June 27, 2018 and owned by MabPlex and RC Pharma as to 51% and 49%, respectively |
| “Company” | RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司), a company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9995) and the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688331), respectively |
| “connected person” | has the meaning ascribed to it under the Listing Rules |
| “Controlling Shareholders” | has the meaning ascribed under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang Weidong (王威東), Dr. Fang Jianmin (房健民), Mr. Lin Jian (林健), Dr. Wang Liqiang (王荔強), Mr. Wang Xudong (王旭東), Mr. Deng Yong (鄧勇), Mr. Xiong Xiaobin (熊曉濱), Mr. Wen Qingkai (溫慶凱), Ms. Yang Minhua (楊敏華), Mr. Wei Jianliang (魏建良), Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)), RongChang Holding Group LTD. and I-NOVA Limited, and each of them, a Controlling Shareholder |
| “Core Product(s)” | has the meaning ascribed to it in Chapter 18A of the Listing Rules; for purposes of this announcement, our core products include telitacicept (RC18), disitamab vedotin (RC48) and RC28 |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Board Committee” | the independent committee of the Board which comprises all independent non-executive Directors and was established to advise the Independent Shareholders on, among others, the Revised 2024 MabPlex Master Service Cap and the Revised 2024-2025 Materials Purchase Caps |
| “Independent Shareholders” | Shareholders other than the Controlling Shareholders and their associates and any other Shareholder(s) materially interested in the Revised 2024 MabPlex Master Service Cap and the Revised 2024-2025 Materials Purchase Caps |

| | |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “MabPlex” | Yantai MabPlex International Biomedical Co., Ltd.* (煙台邁百瑞國際生物醫藥有限公司), a limited liability company incorporated in the PRC on June 25, 2013 and owned as to 32.95% by the Controlling Shareholders |
| “Original 2024 MabPlex Master Service Cap” | the original total amount under the 2023-2025 MabPlex Master Service Agreement for the year ending December 31, 2024 of RMB60,000,000 |
| “Original 2024-2025 Materials Purchase Caps” | the original total amounts under the 2023-2025 Materials Purchase Framework Agreement for the years ending December 31, 2024 and December 31, 2025 of RMB60,000,000 and RMB65,000,000, respectively |
| “PRC” | the People’s Republic of China |
| “RC Pharma” | Yantai Rongchang Pharmaceutical Co., Ltd.* (煙台榮昌製藥股份有限公司), a joint stock company incorporated in the PRC on March 18, 1993, a company controlled by the Controlling Shareholders |
| “Revised 2024 MabPlex Master Service Cap” | the revised total amount under the 2023-2025 MabPlex Master Service Agreement for the year ending December 31, 2024 of RMB80,000,000 |
| “Revised 2024-2025 Materials Purchase Caps” | the revised total amounts under the 2023-2025 Materials Purchase Framework Agreement for the years ending December 31, 2024 and December 31, 2025 of RMB75,000,000 and RMB90,000,000, respectively |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Shanghai Listing Rules” | Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange |
| “Share(s)” | ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | percent |

“2023-2025 MabPlex Master Service Agreement” a supplemental agreement to the MabPlex Master Service Agreement entered into by the Company and MabPlex on December 23, 2022

“2023-2025 Materials Purchase Framework Agreement” the material purchase framework agreement entered into by the Company and CelluPro on December 20, 2022

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

Yantai, the People’s Republic of China

April 26, 2024

As at the date of this announcement, the Board 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 Mr. Hao Xianjing, Dr. Ma Lan and Mr. Chen Yunjin as the independent non-executive Directors.

* *For identification purposes only*