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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)**

## **INSIDE INFORMATION**

This announcement is made by RemeGen Co., Ltd.\* 榮昌生物製藥(煙台)股份有限公司 (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as well as the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **INTRODUCTION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on June 25, 2025 (after trading hours), (i) the Company and Vor Biopharma Inc. (“**Vor Bio**”) have entered into a license agreement (the “**License Agreement**”), pursuant to which, the Company will grant Vor Bio a paid license for its self-developed Telitacicept (the “**Licensed Product**”) with intellectual property rights and Vor Bio will obtain the exclusive rights to develop and commercialize Telitacicept worldwide (excluding Greater China (i.e. Mainland China, Hong Kong, Macau and Taiwan)) (the “**Licensed Territory**”); and (ii) Yantai Rongpu Investment Partnership (Limited Partnership) (“**Yantai Rongpu**”, being wholly-owned by the Company), and Vor Bio have entered into a securities purchase agreement (the “**Securities Purchase Agreement**”), pursuant to which, Vor Bio will issue warrants to Yantai Rongpu, as partial consideration for the rights granted to Vor Bio by the Company under the License Agreement.

### **PRINCIPAL TERMS OF THE LICENSE AGREEMENT**

Pursuant to the License Agreement and subject to the terms and conditions thereof, (i) Vor Bio shall pay the Company and Yantai Rongpu a consideration with an aggregate value of US\$125 million, among which, the Company shall receive an upfront payment of US\$45 million from Vor Bio and Vor Bio shall issue the warrants valued at US\$80 million to Yantai Rongpu (the “**Warrants**”) (assuming the Warrants are exercised in full, the holder can subscribe for 320,000,000 shares of common stock of Vor Bio, representing approximately 23% of the enlarged issued share capital of Vor Bio); (ii) based on the progress of clinical development and post-marketing sales, Vor Bio shall pay the Company milestone payments of up to US\$4,105 million across several potential indications; and (iii) Vor Bio shall pay the Company sales royalties amounting to a high single-digit to double-digit percentage of the actual annual net sales.

The Company will establish a joint strategic committee with Vor Bio to coordinate the global development and commercialization of the Licensed Product.

The License Agreement came into effect upon execution by both parties. Unless earlier terminated in accordance with the terms and conditions thereof (and if so terminated, all intellectual property rights and licenses in the terminated territory will be returned to the Company), the License Agreement shall remain in force until the expiration of the royalty term for the Licensed Products. Upon the expiration of the royalty term, the licensee shall be granted a royalty-free right to use the same.

## **PRINCIPAL TERMS OF THE SECURITIES PURCHASE AGREEMENT**

Pursuant to the License Agreement, Vor Bio agreed to issue the warrants valued at US\$80 million to Yantai Rongpu as partial consideration for the rights granted to Vor Bio by the Company under the License Agreement.

Pursuant to the Securities Purchase Agreement and the terms of the Warrants, Vor Bio agreed to issue the Warrants to Yantai Rongpu, pursuant to which, Yantai Rongpu has the right to subscribe for 320,000,000 shares of common stock of Vor Bio at an exercise price of US\$0.0001 per share. After approval at the Vor Bio's shareholders' meeting of the issuance of the shares underlying the Warrants, the Company's completion of the relevant approval required by the Chinese regulatory authorities, and Vor Bio's completion of an amendment to its charter to increase the number of shares of common stock of Vor Bio that have been authorized but not issued, Yantai Rongpu can exercise the Warrants in accordance to the terms of the Warrants.

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO THE LICENSE AGREEMENT AND SECURITIES PURCHASE AGREEMENT**

The entry of the License Agreement and the Securities Purchase Agreement will accelerate the expansion of Telitacicept in overseas markets, providing innovative treatment options for patients worldwide, further enhancing the Company's brands value and overseas performance. Through formation of the partnership, the Company can accelerate global development of products, obtain substantial milestone payments and sales royalties, enhance the Company's cash flow and diversify research and development ("R&D") risks.

The Directors consider that the terms of the License Agreement and the Securities Purchase Agreement, as well as the transactions contemplated thereunder, are fair and reasonable, are on normal commercial terms, and are in the interests of the Company and its shareholders as a whole.

## **INFORMATION OF TELITACICEPT**

Telitacicept is the world's first recombinant B-cell lymphocyte stimulator (BLyS)/a proliferation-inducing ligand (APRIL) dual-target fusion protein independently developed by the Company. By simultaneously inhibiting the binding of BLyS and APRIL to B-cell surface receptors, it effectively blocks abnormal B-cell differentiation and maturation. Currently approved in China for the treatment of myasthenia gravis (MG), systemic lupus erythematosus (SLE), and rheumatoid arthritis (RA), this product has demonstrated rapid sales growth since its 2021 launch, with annual sales exceeding 1.5 million doses in 2024. The global multicenter Phase III clinical trial for MG treatment is currently underway, with this indication having received both Fast Track Designation (FTD) from the U.S. Food and Drug Administration (FDA) and Orphan Drug Designation (ODD) from U.S. and EU regulatory authorities.

## **INFORMATION OF VOR BIO**

Vor Bio is a company incorporated in Delaware, the United States, on December 30, 2015 with principal office located at 100 Cambridgepark Drive, Suite 101, Cambridge, Massachusetts 02140. It has been listed on the NASDAQ stock exchange in the United States since February 2021 (Stock Code: VOR) and currently focuses on the clinical development and commercialization of novel antibody drugs to address serious autoimmune diseases worldwide.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Vor Bio and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **INFORMATION OF THE COMPANY AND YANTAI RONGPU**

The Company is a fully-integrated biopharmaceutical company with its shares listed on the Main Board of the Stock Exchange (Stock Code: 9995) and on the Shanghai stock exchange (Stock Code: 688331). It is 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. Yantai Rongpu is a limited partnership established in the People's Republic of China and is wholly-owned by the Company.

## **LISTING RULES IMPLICATIONS**

As transaction contemplated under the License Agreement is of a revenue nature in the ordinary and usual course of business of the Company, pursuant to Rule 14.04(1)(g) of the Listing Rules, the transaction contemplated thereunder does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As the exercise of the Warrants is at the discretion of Yantai Rongpu, no premium or consideration is payable by the Company or Yantai Rongpu for the grant thereof, and none of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Securities Purchase Agreement exceeds 5%, the transaction contemplated thereunder does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. The Company will make further announcement(s) and comply with all other applicable requirements under the Listing Rules as and when appropriate upon the exercise (where applicable) of the Warrants.

## **Risk Warning**

Due to the high-tech, high-risk, and high value-added characteristics of pharmaceutical products, the process from clinical trial to production of drugs involves a lengthy timeline and multiple stages. Drug R&D and subsequent market authorization are susceptible to various uncertainties, which pose risks regarding whether Telitacept will ultimately secure overseas regulatory approval and launch successfully. In addition, the payments stipulated in the said agreements are subject to the satisfaction of certain conditions, and the final payment amounts remain uncertain. Investors are advised to exercise caution in their decision-making and remain vigilant about investment risks. The Company will fulfill its information disclosure obligations regarding the project's subsequent progress in accordance with the requirements of the relevant laws and regulations (including the Listing Rules) strictly.

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

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

Yantai, The People's Republic of China  
June 26, 2025

*As at the date of this announcement, the Board comprises Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Wen Qingkai and Mr. Lin Jian as the executive Directors, Dr. Wang Liqiang and Dr. Su Xiaodi as the non-executive Directors, and Mr. Hao Xianjing, Mr. Chen Yunjin and Mr. Huang Guobin as the independent non-executive Directors.*

\* *For identification purpose only*