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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) 2020 REPORT OF THE BOARD OF DIRECTORS**  
**(2) 2020 REPORT OF THE BOARD OF SUPERVISORS**  
**(3) 2020 ANNUAL REPORT**  
**(4) 2020 FINANCIAL ACCOUNTS REPORT**  
**(5) 2021 FINANCIAL BUDGET**  
**(6) 2020 PROFIT DISTRIBUTION PLAN**  
**(7) RE-APPOINTMENT OF AUDITORS**  
**AND**  
**NOTICE OF 2020 ANNUAL GENERAL MEETING**

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A notice convening the AGM of RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司) to be held at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC on June 1, 2021 at 2:00 p.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.remegen.com>).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 2:00 p.m. on May 31, 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

\* For identification purposes only

April 29, 2021

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## DEFINITIONS

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*In this circular, the following expression shall have the meanings set out below unless the context requires otherwise:*

“AGM” or “Annual General Meeting”	the 2020 annual general meeting of the Company to be held on June 1, 2021 at 2:00 p.m., or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of the Company currently in force (as amended from time to time)
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“China” or the “PRC”	the People’s Republic of China
“Company”	RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are held by domestic investors and currently not listed or traded in any stock exchange
“Group”	the Company and its subsidiaries from time to time, and the expression member of the Group shall be construed accordingly
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 21, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Notice of the AGM”	the notice of AGM dated April 29, 2021, a copy of which is set out on pages 8 to 9 of this circular
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Unlisted Foreign Share(s)”	ordinary share(s) issued by our Company with a nominal value of RMB1.00 each and are held by foreign investors and are not listed on any stock exchange

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wang Weidong (*Chairman*)  
Dr. Fang Jianmin  
Dr. He Ruyi  
Mr. Lin Jian

*Registered office, Headquarters and*

*Principal Place of Business in the PRC:*  
58 Middle Beijing Road  
Yantai Development Zone  
Yantai Area of Shandong Pilot Free Trade Zone  
PRC

*Non-executive Directors:*

Dr. Wang Liqiang  
Dr. Su Xiaodi

*Principal Place of Business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East

*Independent non-executive Directors:*

Ms. Yu Shanshan  
Mr. Hao Xianjin  
Dr. Lorne Alan Babiuk

Wanchai  
Hong Kong

April 29, 2021

*To the Shareholders:*

Dear Sir or Madam,

- (1) 2020 REPORT OF THE BOARD OF DIRECTORS**  
**(2) 2020 REPORT OF THE BOARD OF SUPERVISORS**  
**(3) 2020 ANNUAL REPORT**  
**(4) 2020 FINANCIAL ACCOUNTS REPORT**  
**(5) 2021 FINANCIAL BUDGET**  
**(6) 2020 PROFIT DISTRIBUTION PLAN**  
**(7) RE-APPOINTMENT OF AUDITORS**  
**AND**  
**NOTICE OF 2020 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on voting in respect of the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to consider, and (if thought fit) approve:

- (1) the report of the Board of Directors for the year 2020 (the “**2020 Report of the Board of Directors**”);
- (2) the report of the Board of Supervisors for the year 2020 (the “**2020 Report of the Board of Supervisors**”);
- (3) the annual report of the Group for the year 2020 (the “**2020 Annual Report**”);
- (4) the financial accounts report of the Group for the year 2020 (the “**2020 Financial Accounts Report**”);
- (5) the financial budget of the Group for the year 2021 (the “**2021 Financial Budget**”);
- (6) the annual profit distribution plan of the Company for the year 2020 (the “**2020 Profit Distribution Plan**”); and
- (7) the re-appointment of auditors of the Company for the year 2021.

## II. DETAILS OF THE RESOLUTIONS

### ORDINARY RESOLUTIONS

#### 1. 2020 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2020 Report of the Board of Directors, the full text of which is set out in the 2020 Annual Report.

#### 2. 2020 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2020 Report of the Board of Supervisors, the full text of which is set out in the 2020 Annual Report.

#### 3. 2020 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2020 Annual Report. The 2020 Annual Report is set out and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.remegen.com>) on April 29, 2021.

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## LETTER FROM THE BOARD

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### 4. 2020 Financial Accounts Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2020 Financial Accounts Report, the full text of which is set out in the 2020 Annual Report.

### 5. 2021 Financial Budget

An ordinary resolution will be proposed at the AGM to consider and approve the following 2021 Financial Budget.

After comprehensively considering our operating and development situations, business objectives for the year 2021, existing asset base, operating capacity, costs and expenses, industry conditions and development prospects, based on the 2020 Financial Accounts Report, the Company's 2021 Financial Budget is estimated to be approximately RMB3,000 million, which will be mainly used for our capacity expansion, product commercialization, clinical trials, research and development of our pipeline and daily operations, etc..

### 6. 2020 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2020 Profit Distribution Plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution so far and hence the Company has decided not to make profit distribution.

### 7. Re-appointment of Auditors

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) and Ernst & Young as the PRC financial report auditors and international financial report auditors of the Company for 2021, respectively, for a term until the conclusion of the 2021 annual general meeting of the Company, and authorized the Board of Directors to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

The above proposal on the re-appointment of PRC financial report auditors and international financial report auditors for 2021 was considered and approved at the meeting of the Board held on March 26, 2021.

## III. THE AGM

The AGM will be held at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC on June 1, 2021 at 2:00 p.m.. Notice convening the AGM is set out on pages 8 to 9 of this circular and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<http://www.remegen.com>).

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## LETTER FROM THE BOARD

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### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of H Shares of the Company will be closed from May 2, 2021 to June 1, 2021, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares of the Company who are entitled to attend and vote at the forthcoming AGM to be held on June 1, 2021.

To be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 no later than 4:30 p.m. on April 30, 2021 for registration.

### V. PROXY ARRANGEMENT

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; for holders of Domestic Shares and Unlisted Foreign Shares, the form of proxy should be returned to the Company's registered office in the PRC at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 2:00 p.m. on May 31, 2021) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

### VI. VOTING BY POLL

Any vote of Shareholders at the AGM must be taken by poll except where the chairman of each of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

### VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

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## LETTER FROM THE BOARD

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### VIII. RESPONSIBILITY STATEMENT

This 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 circular misleading.

Yours faithfully,

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

榮昌生物製藥(煙台)股份有限公司

**Mr. Wang Weidong**

*Chairman and executive director*

\* *For identification purposes only*

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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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)**

### NOTICE OF 2020 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “AGM”) of RemeGen Co., Ltd.\* (榮昌生物製藥(煙台)股份有限公司) (the “**Company**”) will be held at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC on June 1, 2021 at 2:00 p.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year 2020.
2. To consider and approve the report of the board of supervisors of the Company for the year 2020.
3. To consider and approve the annual report of the Company and its subsidiaries for the year 2020.
4. To consider and approve the financial accounts report of the Company and its subsidiaries for the year 2020.
5. To consider and approve the financial budget of the Company and its subsidiaries for the year 2021.
6. To consider and approve the annual profit distribution plan of the Company for the year 2020.
7. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) and Ernst & Young as the PRC financial report auditors and international financial report auditors of the Company for 2021, respectively, for a term until the conclusion of the 2021 annual general meeting of the Company, and authorized the board of directors of the Company to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

By order of the Board  
**RemeGen Co., Ltd.\***  
榮昌生物製藥(煙台)股份有限公司  
**Mr. Wang Weidong**  
*Chairman and executive director*

Yantai, the PRC  
April 29, 2021

\* For identification purposes only

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at [www.remegen.com](http://www.remegen.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
2. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office in the PRC (for holders of domestic shares and unlisted foreign shares) or the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), at least 24 hours before the AGM (i.e. before 2:00 p.m. on May 31, 2021) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of holders of H shares who are entitled to attend the AGM, the H share register of members of the Company will be closed from May 2, 2021 to June 1, 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's 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 April 30, 2021 for registration.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
6. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at +86-0535-3573598 or [IR@REMEGEN.CN](mailto:IR@REMEGEN.CN) for any enquiries in respect of the AGM.

*As at the date of this notice, the board of directors 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.*