

FOR IMMEDIATE RELEASE

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**Announcement regarding the restructuring of APAC region business and
Change in a Specified Subsidiary**

Tokyo, Japan, August 1, 2024 - Kyowa Kirin Co., Ltd. (President and CEO: Masashi Miyamoto) hereby announced that based on the resolution of the Board of Directors meeting held on August 1, 2024, Kyowa Kirin has decided on the restructuring of operations in the APAC region ("Restructuring"). Accordingly, Kyowa Kirin Asia Pacific Pte. Ltd., a consolidated subsidiary of Kyowa Kirin, will transfer its equities in Kyowa Kirin China Pharmaceutical Co., Ltd., to a newly established special purpose company ("New Company"), and subsequently divest all the shares of the New Company to Hong Kong WinHealth Pharma Group Co. Limited ("WinHealth") ("Equity Transfer"). Kyowa Kirin has entered into a Stock Purchase Agreement with WinHealth on the same day.

In this Restructuring, Kyowa Kirin intends to enter into a license agreement with the New Company for the commercialization of established medicines portfolio including five brands that has been approved or currently being commercially distributed in China. And Kyowa Kirin has also entered into a license agreement with WinHealth for the commercialization of Kyowa Kirin's global products (Crysvita and Poteligeo).

In six countries / regions*1 within the APAC region, excluding China, Kyowa Kirin has entered into a license and distribution agreement with DKSH Holding Ltd. ("DKSH") for commercial rights to Kyowa Kirin's established medicines portfolio including seven brands*2. Furthermore, Kyowa Kirin has also signed a license and distribution agreement with DKSH for commercial rights to Kyowa Kirin's global products: Crysvita in Hong Kong / Macau, Malaysia, Singapore and Thailand, and Poteligeo in Singapore. Due to the Equity Transfer, Kyowa Kirin China Pharmaceutical Co., Ltd. will no longer be classified as a Specified Subsidiary of Kyowa Kirin Group.

For more details, please refer to the appendix.

*1 Singapore, Korea, Taiwan, Malaysia, Thailand, Hong Kong / Macau

*2 Brand availability varies by country/region

1. Purpose of the Change

Kyowa Kirin has identified materiality for the realization of our Vision toward 2030 and aims to achieve sustainable growth as a Japan-based Specialty Pharmaceutical company. While increasing the resolution of the vision, we will link strategies and issues more organically and implement CSV management for the creation of life-changing value. Given the consideration of external environmental changes, as we explore future growth strategies, we have determined to grant licenses to partners for the established medicines

portfolio in the APAC region, including China, and conducting commercial activities through partners. This aligns with a similar approach to the JV collaboration that we have been pursuing in Europe since last year. We believe this will ensure continuous supply of the medicines to patients in need. This will benefit patients, healthcare institutions, stakeholders, and contribute to the sustainable growth of the company. Furthermore, while contemplating the most suitable commercial structure based on the unique attributes of each country / region, it has been deemed appropriate to grant licenses to partners for the global products (Crysvita and Poteligeo) in certain Asian countries.

2. Outline of the subsidiary responsible for share transfer.

(1)	Name	Kyowa Kirin Asia Pacific Pte. Ltd.
(2)	Location	80 Robinson Rd #22-01, Singapore 068898
(3)	Job title and name of representative	Tan Boon Heon, Managing Director
(4)	Description of business	Supervision and management of specific subsidiaries and sales of pharmaceuticals in Singapore
(5)	Equity capital	SGD 123,045 thousand

3. Outline of the Specified Subsidiary to be Transferred.

(1)	Name	Kyowa Kirin China Pharmaceutical Co., Ltd.		
(2)	Location	970 Longdong Road, Pilot Free Trade Zone, Shanghai, 201203, China		
(3)	Job title and name of representative	Li Yun, President & General Manager		
(4)	Description of business	Development, Manufacturing, and Sales of Pharmaceuticals		
(5)	Equity capital	USD 29,800 thousand		
(6)	Date of establishment	June, 1997		
(7)	Major Shareholders and Shareholding Ratio	Kyowa Kirin Asia Pacific Pte. Ltd. 100%		
(8)	Relationship between the Company and the party mentioned	Capital relationship	Kyowa Kirin's wholly-owned subsidiary, Kyowa Kirin Asia Pacific Pte. Ltd. owns 100% of the equities *3	
		Personal relationship	Two personnel from Kyowa Kirin and one personnel seconded by Kyowa Kirin to Kyowa Kirin Asia Pacific Pte. Ltd. serve as directors of the company. Additionally, one personnel from Kyowa Kirin serves as an auditor of the company	
		Business relationship	Loan of funds	
(9)	Operating results and financial condition for the latest three years (in millions of RMB)			
	Fiscal Year	FY2021	FY2022	FY2023
	Net Assets	395	345	294
	Total Assets	629	542	514
	Revenues	761	544	589
	Profit	67	10	(41)

*3 All the equity of Kyowa Kirin China Pharmaceutical Co., Ltd. will be transferred to a special purpose company which was established in Singapore by Kyowa Kirin Asia Pacific Pte. Ltd., and subsequently divest all the shares of the special purpose company to WinHealth.

4. Outline of WinHealth

(1)	Name	Hong Kong WinHealth Pharma Group Co. Limited	
(2)	Location	Unit 2512, 25F, Seapower Tower, Concordia Plaza, No.1 Science Museum Road, Kowloon, Hong Kong	
(3)	Job title and name of representative	Jack Wang	
(4)	Description of business	Commercialization of Branded Prescription Medicines	
(5)	Share capital	non-disclosure	
(6)	Date of establishment	2006	
(7)	Major Shareholders	LYFE Capital, KAITAI CAPITAL	
(8)	Relationship between the Company and WinHealth	Capital relationship	N/A
		Personal relationship	N/A
		Business relationship	Kyowa Kirin is currently engaged in paying service fees to WinHealth for the purpose of co-promotion of certain products.
		Status as related party	WinHealth is not a related party of Kyowa Kirin.
(9)	Net assets and Total assets for the latest fiscal year	Not disclosed	

5. Transfer Equity ratio, Transfer price, and Equity ratio before and after transfer

(1)	Name	Kyowa Kirin China Pharmaceutical Co., Ltd.
(2)	Equity ratio before the change	100%
(3)	Equity ratio to be transferred	100%
(4)	Transfer price	RMB 720 million (Approximately JPY 15.0 billion) *4
(5)	Equity ratio after the change	0%

*4 Additionally, there will be a price adjustment related to the operating capital based on the Stock Purchase Agreement.

6. Schedule

(1)	Date of Board of Directors Resolution	August 1, 2024 (Today)
(2)	Date of Contract Signing	August 1, 2024 (Today)
(3)	Date of Equity Transfer	September 30, 2024 (anticipated)

7. Outlook

With the execution of the Equity Transfer, Kyowa Kirin China Pharmaceutical Co., Ltd. is expected to be excluded from the scope of consolidation in accounting. Certain impacts are account for in the revised forecast announced today, while we are still investigating the overall impact of the Restructuring and Equity transfer on our consolidated earnings forecast. If any further disclosable events arise, they will be announced immediately.

(Reference) Revised Plan FY2024 (as of August 1, 2024)

	Revenue	Core operating profit	Profit before tax	Profit	Profit attributable to owners of parent	Basic earnings per share
	Million yen	Million yen	Million yen	Million yen	Million yen	Yen
Revised Plan	492,000	92,000	92,000	68,000	68,000	128.42
(Reference) FY2023 Results	442,233	96,785	97,246	81,188	81,188	151.03

End

Appendix

After the successful execution of the Restructuring and Equity transfer, commercial activities of the global products and established medicines within the APAC region will be conducted as follows:

- **China:** All the equity of Kyowa Kirin China Pharmaceutical Co., Ltd. will be transferred to a special purpose company which was established in Singapore by Kyowa Kirin Asia Pacific Pte. Ltd., and subsequently divested to WinHealth. Along with the divestment, WinHealth will take over the established medicines portfolio. In addition to that, Kyowa Kirin has granted license of the global products to WinHealth.

- **Korea and Taiwan:** Kyowa Kirin has granted license of the established medicines portfolio to DKSH and some employees will be hired by DKSH. Kyowa Kirin entities will continue to operate with a focus on our global products.

- **Thailand, Singapore, Malaysia, and Hong Kong / Macau:** Kyowa Kirin has granted license of the established medicines portfolio and global products to DKSH. Also, some employees will be hired by DKSH. Our local subsidiaries will be liquidated after marketing authorizations transfer to DKSH and essential formalities.

- **Australia:** We will continue to focus on our global products. (No changes are currently planned.)

[APAC region business after the completion of the Restructuring]

Location	Global Products	Established Medicines	Changes in local entities
China	WinHealth	WinHealth	Equity transfer to WinHealth
Korea	In-house	DKSH	Continue in operation
Taiwan	In-house	DKSH	Continue in operation
Hong Kong	DKSH	DKSH	To be liquidated
Thailand	DKSH	DKSH	To be liquidated
Malaysia	DKSH	DKSH	To be liquidated
Singapore	DKSH	DKSH	To be liquidated
Australia	In-house	N/A	No Change