

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### OVERVIEW

We are a clinical-stage gene therapy company pioneering innovative therapies, with an international footprint and dedicated to delivering safe, effective and affordable gene therapy treatments to patients worldwide.

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on September 17, 2019. Dr. Li, our executive Director, chief executive officer and chief medical officer, provides operational and managerial leadership to ensure the Group's long-term success. For more details of the experience and qualifications of Dr. Li, see "Directors and Senior Management" in this document.

### BUSINESS MILESTONES

The following table summarizes the key milestones in our business development:

<u>Year</u>	<u>Milestones</u>
2019 . . . . .	Our Company was incorporated.
2020 . . . . .	We established the early-stage R&D team in Boston, the United States.
2021 . . . . .	We completed series A financing, raising US\$35 million.  We established our GMP compliant manufacturing facility in Suzhou, China.
2022 . . . . .	We completed series B financing, raising over US\$160 million.  FT-001: We received IND approval for Phase I/II clinical trials in China and the United States.
2023 . . . . .	FT-001: The first participant was dosed in the Phase I clinical trial in China. The first participant was dosed in the Phase II clinical trial in China.  FT-002: We received IND approval for Phase I/II clinical trials in China.  FT-003: We received IND approval for Phase I/II clinical trials for nAMD and DME in China. The first participant was dosed in the Phase I clinical trial of nAMD and DME in China.

<b>HISTORY, REORGANIZATION AND CORPORATE STRUCTURE</b>
--

<u>Year</u>	<u>Milestones</u>
2024 . . . . .	<p>FT-002: FT-002 was granted Orphan Drug Designation by the FDA. We received IND approval for Phase II clinical trials and received Fast Track Designation in the United States. The first participant was dosed in the Phase I clinical trial in China.</p> <p>FT-003: The first participant was dosed in the Phase II clinical trials for both nAMD and DME in China. We received IND approval for Phase II clinical trials for nAMD and DME in the United States.</p>
2025 . . . . .	<p>FT-002: The first participant was dosed in the Phase II clinical trial in China.</p> <p>FT-003: We received IND approval for Phase II clinical trials for DR in China.</p> <p>FT-017: We received IND approval for Phase I/II clinical trials in China and the United States.</p>

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### OUR PRINCIPAL SUBSIDIARIES

As of the Latest Practicable Date, the following subsidiaries made a material contribution to our results of operations during the Track Record Period or are of strategic importance to us:

<u>Principal subsidiaries</u>	<u>Place of incorporation</u>	<u>Date of incorporation</u>	<u>Principal business activities</u>
Frontera Shanghai . . . . .	PRC	June 5, 2020	Gene therapy R&D and headquarters activities
Frontera Suzhou . . . . .	PRC	September 16, 2020	Manufacturing of investigational drugs
Frontera Qisheng . . . . .	PRC	August 19, 2020	Gene therapy R&D
Frontera US. . . . .	Delaware, the U.S.	December 18, 2019	Gene therapy R&D

### CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

#### 1. Incorporation of our Company and early share transfers

On September 17, 2019, our Company was incorporated as an exempted company with limited liability in the Cayman Islands with an authorized share capital of US\$50,000 divided into 500,000,000 Shares of a nominal or par value of US\$0.0001 each.

On the date of incorporation, 20,000,000 ordinary Shares in total were allotted and issued at par value to Aequitas International Management Ltd. (initial subscriber), Dr. Wei Li, Dr. Qingsheng Zhu, OrbiMed Asia, and OrbiMed U.S. On the same date, the initial subscriber transferred its one ordinary Share to Dr. Wei Li at par value. Dr. Wei Li, who was initially involved in our Company's formation, is a founding partner of Creacion. Dr. Qingsheng Zhu is the Chairman of our Board and a non-executive Director. Upon completion of the share issuance and above transfers, the shareholding structure of our Company was as follows:

<u>Shareholder</u>	<u>Number of Ordinary Shares</u>	<u>Shareholding Percentage</u>
Wei Li . . . . .	5,000,000	25%
Qingsheng Zhu . . . . .	5,000,000	25%
OrbiMed Asia . . . . .	5,000,000	25%
OrbiMed U.S. . . . .	5,000,000	25%
<b>Total issued Shares . . . . .</b>	<b><u>20,000,000</u></b>	<b><u>100%</u></b>

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

**2. Issuance and allotment of shares in April 2020**

On April 28, 2020, all ordinary Shares held by Dr. Wei Li and Dr. Qingsheng Zhu were repurchased and cancelled by our Company. On the same day, pursuant to certain share subscription agreement, our Company issued 10,000,000 ordinary Shares to Creacion at par value. Upon completion of the share issuance and above transfers, the shareholding structure of our Company was as follows:

<u>Shareholder</u>	<u>Number of Ordinary Shares</u>	<u>Shareholding Percentage</u>
Creacion . . . . .	10,000,000	50%
OrbiMed Asia . . . . .	5,000,000	25%
OrbiMed U.S. . . . .	5,000,000	25%
<b>Total issued Shares . . . . .</b>	<b><u>20,000,000</u></b>	<b><u>100%</u></b>

**3. Issuance and allotment of shares in May 2020**

On May 25, 2020, our Company allotted and issued a total of 3,475,000 ordinary Shares at par value to the following investors: 1,000,000 to Creacion, 500,000 to OrbiMed Asia, 500,000 to OrbiMed U.S., 1,200,000 to Mr. Yong Dai, 100,000 to Mr. Phillip Raymond Reilly, 25,000 to Mr. Qin Su, and 150,000 to Mr. Robert Michael Kotin. Each of the aforementioned individuals were early contributors to the Company. Upon completion of the share issuance and above allotments, the shareholding structure of our Company was as follows:

<u>Shareholder</u>	<u>Number of Ordinary Shares</u>	<u>Shareholding Percentage</u>
Creacion . . . . .	11,000,000	46.9%
OrbiMed Asia . . . . .	5,500,000	23.4%
OrbiMed U.S. . . . .	5,500,000	23.4%
Yong Dai . . . . .	1,200,000	5.1%
Robert Michael Kotin . . . . .	150,000	0.6%
Phillip Raymond Reilly . . . . .	100,000	0.4%
Qin Su . . . . .	25,000	0.1%
<b>Total issued Shares . . . . .</b>	<b><u>23,475,000</u></b>	<b><u>100.0%</u></b>

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### 4. Issuance of shares in connection with the Pre-[REDACTED] Investments

Our Company has made various rounds of allotments and issuances to our Pre-[REDACTED] Investors pursuant to the Pre-[REDACTED] Investments. For details, see “— Pre-[REDACTED] Investments” below.

### 5. Adoption of the Pre-[REDACTED] Equity Incentive Plan and issuance of Shares thereunder

In recognition of the contributions of our employees, officers, Directors and other eligible persons, and to incentivize them to further promote our development, on August 28, 2020, we adopted the Pre-[REDACTED] Equity Incentive Plan.

As of the Latest Practicable Date, a total of 14,847,542 options were outstanding and granted to a total of 100 grantees under the Pre-[REDACTED] Equity Incentive Plan. No further options will be granted pursuant to the Pre-[REDACTED] Equity Incentive Plan after [REDACTED]. For details and principal terms of the Pre-[REDACTED] Equity Incentive Plan, see “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document.

### 6. Reorganization and the Unwinding of the Historical Contractual Arrangements

Commencing in September 2020 and up to December 2025, we conducted the business of gene therapy R&D, which was a business subject to the then effective Special Administrative Measures (Negative List) for Foreign Investment Access (the “**Negative List**”), through Frontera Qisheng (known as Frontera Biotechnology (Suzhou) Co., Ltd. (方拓生物科技有限公司(蘇州)有限公司) at that time when it was registered in Suzhou, China) under certain Historical Contractual Arrangements. In light of relevant regulatory developments and our corporate strategy, we began the process of unwinding and terminating the Historical Contractual Arrangements, which was completed in December 2025. For details, see “— Reorganization” under this section.

## INFORMATION ABOUT OUR SHAREHOLDERS

### Founding Shareholders

OrbiMed Entities and Creacion are our Founding Shareholders. Since its incorporation, the Company has been operating under a management team independent from the Founding Shareholders.

#### *OrbiMed Entities*

##### *OrbiMed Asia*

OrbiMed Asia Partners III, L.P. (“**OrbiMed Asia**”) is an exempted limited partnership registered under the laws of the Cayman Islands. The general partner of OrbiMed Asia is OrbiMed Asia GP III, L.P., with OrbiMed Advisors III Limited acting as its general partner. The directors of OrbiMed Advisors III Limited are comprised of Carl L. Gordon (a former Director of our Company), Geoffrey C. Hsu, William Carter Neild, Sunny Sharma, David

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Guowei Wang (one of our non-executive Directors), Sven H. Borho, and David P. Bonita, all of whom (except David Guowei Wang and Carl L. Gordon) are Independent Third Parties.

### *OrbiMed U.S.*

OrbiMed Private Investments VII, LP (“**OrbiMed U.S.**”) is a limited partnership registered under the laws of Delaware, USA. The general partner of OrbiMed U.S. is OrbiMed Capital GP VII LLC, with OrbiMed Advisors LLC being its managing member. OrbiMed Advisors LLC exercises voting and investment power through a management committee comprised of Carl L. Gordon (a former Director of our Company), Sven H. Borho, and W. Carter Neild, all of whom (except Carl L. Gordon) are Independent Third Parties.

### *OrbiMed Entities*

OrbiMed Advisors LLC is the advisory company to OrbiMed Asia, pursuant to its voting power under the Advisory Agreement between it and OrbiMed Asia. OrbiMed Advisors LLC also has controlling voting power over OrbiMed U.S. Therefore, OrbiMed Asia and OrbiMed U.S. are under common control of OrbiMed Advisors LLC.

### *Creacion*

Montar Capital, LLC (“**Creacion**”) is a limited liability company established under the laws of the Cayman Islands on March 13, 2020, which is wholly owned as a special purpose vehicle by Creacion Ventures I, L.P. a partnership incorporated and validly existing under the laws of the Cayman Islands (“**Creacion Ventures**”).

Creacion Ventures is a life sciences-focused venture capital firm, with the mission to cultivate and support private companies in their pursuit of medical innovation, fulfilment of unmet medical need, and making large social and economic impact. Creacion Ventures is managed by a team of seasoned entrepreneurs and investment professionals, and is actively investing in therapeutics, interventional medical devices, drug discovery tools and instruments, and diagnostic products. Dr. Wei Li, who was initially involved in our Company’s formation, is a founding partner of Creacion Ventures. The general partner of Creacion Ventures is Creacion Ventures GP I, LLC, its main fund Creacion Ventures GP I, LLC has 11 limited partners and none of them holds more than 30% of the limited partnership interest therein.

### **Our Pre-[REDACTED] Investors**

For details about our principal Pre-[REDACTED] Investors, including the Sophisticated Investor, see “— Pre-[REDACTED] Investment — Information about the Pre-[REDACTED] Investors” in this section below.

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

**PRE-[REDACTED] INVESTMENTS**

**Series A Financing**

On October 24, 2019, our Company entered into a convertible note purchase agreement with OrbiMed Asia and OrbiMed U.S. (collectively, the “**OrbiMed Entities**”), pursuant to which (i) a convertible promissory note in a principal amount of US\$250,000 (the “**1st OrbiMed Asia Bridge Loan**”) was issued by our Company to OrbiMed Asia; and (ii) a convertible promissory note in a principal amount of US\$250,000 (the “**1st OrbiMed U.S. Bridge Loan**”) was issued by our Company to OrbiMed U.S.

On February 20, 2020, our Company entered into a convertible note purchase agreement with Creacion Ventures I, L.P., and a consent to assignment dated April 29, 2020, pursuant to which a convertible promissory note in a principal amount of US\$500,000 (the “**1st Creacion Bridge Loan**”) was issued by our Company to Creacion.

On April 27, 2020, our Company entered into a convertible note purchase agreement with OrbiMed Asia, OrbiMed U.S., and Creacion, pursuant to which (i) a convertible promissory note in a principal amount of US\$1,000,000 (the “**2nd OrbiMed Asia Bridge Loan,**” and together with the 1st OrbiMed Asia Bridge Loan, the “**OrbiMed Asia Bridge Loans**”) was issued by our Company to OrbiMed Asia; (ii) a convertible promissory note in a principal amount of US\$1,000,000 (the “**2nd OrbiMed U.S. Bridge Loan,**” and together with the 1st OrbiMed U.S. Bridge Loan, the “**OrbiMed US Bridge Loans**”) was issued by our Company to OrbiMed U.S.; and (iii) a convertible promissory note in a principal amount of US\$2,000,000 (the “**2nd Creacion Bridge Loan,**” together with the 1st Creacion Bridge Loan, the “**Creacion Bridge Loans,**” and together with the OrbiMed Asia Bridge Loans and OrbiMed U.S. Bridge Loans, the “**Bridge Loans**”) was issued by our Company to Creacion.

On October 9, 2020, our Company entered into the Series A Share Purchase Agreement with Creacion, OrbiMed Asia, OrbiMed U.S., and Denoma Ltd. The series A preferred Shares were issued pursuant to the aforementioned agreement and by full conversion of the Bridge Loans, and the consideration was settled in two closings.

At the initial closing, our Company allotted and issued the series A preferred Shares to the following investors on October 9, 2020 as set forth in the table below:

<u>Shareholders</u>	<u>Number of Series A Preferred Shares subscribed</u>	<u>Consideration</u>
Creacion . . . . .	8,000,000	US\$8,000,000 <sup>(1)</sup>
OrbiMed Asia . . . . .	4,000,000	US\$4,000,000 <sup>(2)</sup>
OrbiMed U.S. . . . .	4,000,000	US\$4,000,000 <sup>(3)</sup>
Denoma Ltd . . . . .	1,500,000	US\$1,500,000 <sup>(4)</sup>
<b>Total . . . . .</b>	<b><u>17,500,000</u></b>	<b><u>US\$17,500,000</u></b>

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

*Notes:*

- (1) This amount was settled in full by readily available funds of US\$5,500,000 and by full conversion of the Creacion Bridge Loans of US\$2,500,000.
- (2) This amount was settled in full by readily available funds of US\$2,750,000 and by full conversion of the OrbiMed Asia Bridge Loans of US\$1,250,000.
- (3) This amount was settled in full by readily available funds of US\$2,750,000 and by full conversion of the OrbiMed U.S. Bridge Loans of US\$1,250,000.
- (4) This amount was settled in full by readily available funds.

At the second closing, our Company allotted and issued the series A preferred Shares to the following investors on January 15, 2021 as set forth in the table below:

<u>Shareholders</u>	<b>Number of Series A Preferred Shares subscribed</b>	<b>Consideration</b>
Creacion . . . . .	8,000,000	US\$8,000,000
OrbiMed Asia . . . . .	4,000,000	US\$4,000,000
OrbiMed U.S. . . . .	4,000,000	US\$4,000,000
Denoma Ltd . . . . .	1,500,000	US\$1,500,000
<b>Total . . . . .</b>	<b><u>17,500,000</u></b>	<b><u>US\$17,500,000<sup>(1)</sup></u></b>

*Note:*

- (1) This amount was settled in full by readily available funds.

**Series B1 and Series B2 Financings**

On April 19, 2021, our Company entered into the Series B Share Purchase Agreement with the Pre-[REDACTED] Investors. The series B preferred shares were issued and the consideration was settled in two closings as below.

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

***Series B-1 Financing***

In connection with our Series B-1 financing, our Company allotted and issued an aggregate of 36,196,541 Series B-1 preferred Shares to the following investors on April 30, 2021 and May 6, 2021 for an aggregate consideration of US\$80,150,000 as set forth in the table below:

<u>Shareholders</u>	<u>Number of Series B-1 Preferred Shares subscribed</u>	<u>Consideration</u>
<b>on April 30, 2021:</b>		
Forward Force Investment Limited . . . . .	11,290,250	US\$25,000,000
Creacion . . . . .	3,161,270	US\$7,000,000
OrbiMed U.S. . . . .	3,387,075	US\$7,500,000
OrbiMed Asia . . . . .	3,387,075	US\$7,500,000
Terra Magnum Fund I LP . . . . .	1,129,025	US\$2,500,000
Terra Magnum Sigma LLC . . . . .	451,610	US\$1,000,000
Loyal Valley Capital Advantage Fund III LP . . . . .	2,258,050	US\$1,500,000
Firstray Biotech Investment Holdings, Ltd. . . . .	903,220	US\$2,000,000
WS Investment Company, L.L.C. . . . .	67,741	US\$150,000
<b>on May 6, 2021:</b>		
HSG Growth VI Holdco E, Ltd. <sup>(2)</sup> . . . . .	7,903,175	US\$17,500,000
Starr International Investments HK V Limited . . . . .	2,258,050	US\$5,000,000
<b>Total</b> . . . . .	<b><u>36,196,541</u></b>	<b><u>US\$80,150,000<sup>(1)</sup></u></b>

*Notes:*

- (1) This amount was settled in full by readily available funds.
- (2) This entity was known as SCC Growth VI Holdco E, Ltd. at the time of the share issuance.

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

*Series B-2 Financing*

In connection with our Series B-2 financing, our Company allotted and issued an aggregate of 19,998,104 series B-2 preferred Shares to the following investors on July 18, 2022 for an aggregate consideration of US\$80,150,000 as set forth in the table below:

<u>Shareholders</u>	<u>Number of Series B-2 Preferred Shares subscribed</u>	<u>Consideration</u>
Forward Force Investment Limited . . . . .	6,237,712	US\$25,000,000
HSG Growth VI Holdco E, Ltd. <sup>(2)</sup> . . . . .	4,366,398	US\$17,500,000
Creacion . . . . .	1,746,559	US\$7,000,000
OrbiMed U.S. . . . .	1,871,314	US\$7,500,000
OrbiMed Asia . . . . .	1,871,314	US\$7,500,000
Terra Magnum Fund I LP . . . . .	623,772	US\$2,500,000
Terra Magnum Sigma LLC . . . . .	249,508	US\$1,000,000
Loyal Valley Capital Advantage Fund III LP . . .	1,247,542	US\$5,000,000
Starr International Investments HK V, Limited .	1,247,542	US\$5,000,000
Firstray Biotech Investment Holdings, Ltd. . . . .	499,017	US\$2,000,000
WS Investment Company, L.L.C. . . . .	37,426	US\$150,000
<b>Total</b> . . . . .	<b><u>19,998,104</u></b>	<b><u>US\$80,150,000<sup>(1)</sup></u></b>

*Notes:*

- (1) This amount was settled in full by readily available funds.
- (2) This entity was known as SCC Growth VI Holdco E, Ltd. at the time of the share issuance.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### Principal terms of the Pre-[REDACTED] Investments

Details of the Pre-[REDACTED] Investments by our Pre-[REDACTED] Investors through subscription of Preferred Shares are summarized below:

	<u>Series A Financing</u>	<u>Series B-1 Financing</u>	<u>Series B-2 Financing</u>
Date of agreement . .	October 9, 2020	April 19, 2021	April 19, 2021
Number of shares subscribed . . . . .	35,000,000 Series A preferred Shares	36,196,541 Series B-1 preferred Shares	19,998,104 Series B-2 preferred Shares
Amount of consideration paid . .	US\$35,000,000 <sup>(1)</sup>	US\$80,150,000	US\$80,150,000
Date of payment of full consideration . . .	January 15, 2021	May 6, 2021	July 21, 2022
Post-money valuation of our Company (approximation) <sup>(4)</sup> . .	US\$70,000,000	US\$235,151,001 <sup>(2)</sup>	US\$527,830,363 <sup>(3)</sup>
Cost per share under the Pre-[REDACTED] Investments (approximation) . . . .	US\$1.0	US\$2.2143	US\$4.0079
Discount to the [REDACTED] (approximation) <sup>(5)</sup> . .	[REDACTED]%	[REDACTED]%	[REDACTED]%
Basis of determination of the valuation and consideration . . . . .	Based on arm's length negotiations between the parties after taking into consideration timing of the investments, the clinical progress of our pipeline, the regulatory approvals and permits obtained, the development of our proprietary platform, the overall status of our business and operations and different level of risks associated with our product candidates at the then stage at the relevant time.		
Lock-up period . . . .	[The Shares held by the Pre-[REDACTED] Investors will be subject to a lock-up period of six months from the [REDACTED].]		

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

	<u>Series A Financing</u>	<u>Series B-1 Financing</u>	<u>Series B-2 Financing</u>
Use of proceeds from the Pre-[REDACTED] Investments . . . . .	We utilized the proceeds from the Pre-[REDACTED] Investments for the principal business of our Group as approved by the Board, including R&D activities, the growth and expansion of our business and general working capital purposes. As at the Latest Practicable Date, approximately 83% of the net proceeds from the Pre-[REDACTED] Investments have been utilized. We intend to use the rest of the proceeds from the Pre-[REDACTED] Investments for further research and development activities, working capital, and other general corporate purposes. We expect to fully utilize the proceeds from the Pre-[REDACTED] Investments by early 2027.		
Strategic benefits of the Pre-[REDACTED] Investments to the Group . . . . .	At the time of the Pre-[REDACTED] Investments, our Directors were of the view that our Company could benefit from the additional funds provided by the investments in our Company and the knowledge and experience of the Pre-[REDACTED] Investors.		

*Notes:*

- (1) Part of the consideration was settled by the conversion of the convertible notes, see “— Series A Financing” above.
- (2) The increase in the valuation of our Company from series A financing to series B-1 financing was mainly due to (i) the establishment and commencement of operations of our R&D center in Boston, and (ii) the anticipation of our advancement of the development of our product pipeline and clinical progress.
- (3) The increase in the valuation of our Company from series B-1 financing to series B-2 financing has taken into account (i) the approval for Phase I/II clinical trials in China and the U.S. for FT-001, (ii) the successful initial production of products in the Company’s GMP-compliant manufacturing facility in Suzhou, validating the Company’s capability to accomplish scalable and low-cost production of rAAV vectors; and (iii) expansion of the Company’s R&D team and capabilities.
- (4) The increase in valuation of our Company upon [REDACTED] from series B-2 financing has taken into account: (i) the advancements in our business and product candidates, including the completion of the Phase I/II clinical trials of FT-001, the completion of the Phase I clinical trials and initiation of the Phase II clinical trials of our Core Products, FT-002 and FT-003, (ii) the expansion of our various functional teams, including our clinical team, and (iii) the expected capital raised during the [REDACTED].  
For details of the aforesaid advancements in our business and product candidates, see “Business” in this document.
- (5) Calculated on the [REDACTED] of HK\$[REDACTED], being the mid-point of the indicative [REDACTED], and the indicative exchange rate of HK\$[7.7815] to US\$1.00.

### **Rights of the Pre-[REDACTED] Investors**

The Pre-[REDACTED] Investors were granted customary special rights, including but not limited to the drag-along right, information and inspection rights, right of first refusal, tag-along rights, veto right and/or director appointment right. The drag-along right will be terminated automatically upon [REDACTED] application and shall be automatically reinstated if the [REDACTED] is not consummated, and all other special rights granted to the Pre-[REDACTED] Investors by our Company shall automatically cease to be effective or [otherwise be terminated] upon [REDACTED].

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

All preferred Shares shall be automatically converted into Shares upon completion of the [REDACTED] on [a one-to-one basis], at which our share capital will comprise of [one class of shares, namely ordinary shares.]

### Compliance with the Pre-[REDACTED] Investment Guidance

On the basis that (i) the consideration for the Pre-[REDACTED] Investments was settled more than 28 clear days before the date of our first submission of the [REDACTED] application to the Stock Exchange in relation to the [REDACTED]; and (ii) the special rights granted to the Pre-[REDACTED] Investors will not survive [REDACTED] as disclosed in the paragraph headed “— Rights of the Pre-[REDACTED] Investors” in this section, the Joint Sponsors confirm that the Pre-[REDACTED] Investments are in compliance with Chapter 4.2 of the Guide for New Listing Applicants.

### Information about the Pre-[REDACTED] Investors

Below sets out information of our Pre-[REDACTED] Investors. To the best knowledge of our Directors, each of such Pre-[REDACTED] Investors and where applicable, their respective general partner(s), limited partner(s) and ultimate beneficial owner(s) is an Independent Third Party.

For details about our Founding Shareholders, OrbiMed Entities and Creacion, who are also our Pre-[REDACTED] Investors, see “— Information about Our Shareholders — Founding Shareholders” in this section above.

#### Boyu

Forward Force Investment Limited is a company incorporated under the laws of Cayman Islands. Its parent company is Boyu Capital Growth Fund I, Pte. Ltd., which is in turn wholly owned by Boyu Capital Growth Fund I, L.P. The sole general partner of Boyu Capital Growth Fund I, L.P. is Boyu Capital Growth GP I, Ltd. (“**Boyu**”). Boyu is 100% owned by Boyu Group, LLC, which is in turn ultimately controlled by Mr. Xiaomeng Tong, an Independent Third Party.

Boyu provides catalytic capital and strategic support for leading companies in sectors including technology, healthcare, consumer and sustainable energy globally.

#### HSG Growth

HSG Growth VI Holdco E, Ltd. (“**HSG Growth**”) is a limited liability company incorporated in the Cayman Islands. It is wholly owned by HongShan Capital Growth Fund VI, L.P. (“**HongShan GVI Fund**”). HongShan GVI Fund is an investment fund whose primary purpose is to make equity investments in private companies. The general partner of HongShan GVI Fund is HSG Growth VI Management, L.P., whose general partner is HSG Holding Limited, a wholly-owned subsidiary of SNP China Enterprises Limited. Mr. Neil Nanpeng Shen is the sole shareholder of SNP China Enterprises Limited and an Independent Third Party. None of the limited partners of HongShan GVI Fund has 30% or more of the limited partnership interest therein.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

HSG is a Sophisticated Investor. HSG is a leading venture capital and private equity firm investing in technology, healthcare and consumer sectors. Founded in 2005, HSG has nurtured entrepreneurship and innovation, investing in more than 1,600 companies. Investment funds affiliated with HSG have invested in other biotechnology and healthcare companies such as CStone Pharmaceuticals (基石藥業) (stock code: 2616), Innovent Biologics, Inc. (信達生物製藥) (stock code: 1801), Bii Biosciences Limited (騰盛博藥生物科技股份有限公司) (stock code: 2137), Jiangsu Recbio Technology Co., Ltd. (江蘇瑞科生物技術股份有限公司) (stock code: 2179) and VISEN Pharmaceuticals (維昇藥業) (stock code: 2561).

### **Terra Magnum**

Terra Magnum Fund I LP is a limited partnership registered under the laws of Cayman Islands. The general partner of Terra Magnum Fund I LP is Terra Magnum Fund I GP, which is ultimately controlled by Hongxia Wang, the founder of Terra Magnum Capital Partners (“TMCP”) and an Independent Third Party of the Company.

Terra Magnum Sigma LLC is a limited liability company registered under the laws of Cayman Islands. It is a wholly-owned subsidiary of Terra Magnum and ultimately controlled by Hongxia Wang, the founder of TMCP and an Independent Third Party of the Company.

Founded in 2016, Terra Magnum Capital Partners is a global private investment firm specialized in providing growth and transformational capital and value-added services for fast-growing companies in biotech, consumer, technology and education sectors. TMCP has invested in several biotech companies such as Viela Bio (NASDAQ: VIE), CStone Pharmaceuticals (基石藥業) (stock code: 2616), Arcellx (NASDAQ: ACLX), Structure Therapeutics (NASDAQ: GPCR), Maze Therapeutics (NASDAQ: MAZE) and ArriVient Biopharma (NASDAQ: AVBP).

### **Denoma Ltd**

Denoma Ltd, a limited liability company established under the laws of British Virgin Islands, is a life science investment firm with portfolio companies covering sectors of the biomedical and healthcare industry. Denoma Ltd is an Independent Third Party of the Company.

### **Loyal Valley Fund III**

Loyal Valley Capital Advantage Fund III LP (“**Loyal Valley Fund III**”) is a limited partnership registered under the laws of Cayman Islands. The general partner of Loyal Valley Fund III is Loyal Valley Capital Advantage Fund III Limited, which is ultimately controlled by Lin Lijun (林利軍), the founder of Loyal Valley Capital and an Independent Third Party of the Company.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

As of November 30, 2025, Loyal Valley Capital had total assets under management of approximately RMB50 billion. Loyal Valley Capital is a thematic, research-driven private equity firm focused on deep fundamental research and unlocking value through post-investment value-creation. Loyal Valley Capital manages capital on behalf of a geographically diversified group of long-term institutional investors, including sovereign wealth funds, private banks, family offices, and fund of funds managers, from across the Americas, Europe, and Asia. Loyal Valley Capital has invested in several healthcare companies such as Nanjing Leads Biolabs Co Ltd (南京維立志博生物科技股份有限公司) (stock code: 9887.HK), Shanghai Junshi Biosciences Co., Ltd. (上海君實生物醫藥科技股份有限公司) (stock code: 1877.HK; 688180.SH), Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696.HK), InnoCare Pharma Limited (諾誠健華醫藥有限公司) (stock code: 9969.HK) and CARsgen Therapeutics Holdings Limited (科濟藥業控股有限公司) (stock code: 2171.HK).

### **Starr International Investments HK V, Limited**

Starr International Investments HK V, Limited is a company incorporated with limited liability in Hong Kong on November 20, 2015. It is a wholly-owned subsidiary of Starr International Company, Inc., a company incorporated in Switzerland which in turn is wholly owned by Starr International Foundation, a charitable foundation which is also incorporated in Switzerland and an Independent Third Party of the Company.

### **Firstray Biotech**

Firstray Biotech Investment Holdings, Ltd (“**Firstray Biotech**”) is an exempted company incorporated in the Cayman Islands on March 24, 2021. Firstray Biotech has invested in companies in the sectors of biotechnology and healthcare. As of the Latest Practicable Date, none of the shareholders of Firstray Biotech held an interest of 30% or above and all of the shareholders are Independent Third Parties. The board of directors of Firstray Biotech is comprised of three individuals, each of whom is an Independent Third Party.

### **WS Investment Company, L.L.C.**

WS Investment Company, L.L.C. is a limited liability company incorporated under the laws of Delaware, U.S., on January 5, 2000, with its principal place of business in Palo Alto, U.S.. It is wholly owned by its managing member WS Investment Management Company, which is in turn ultimately controlled by James D. Hinson, a director of WS Investment Management Company and an Independent Third Party. WS Investment Company, LLC invests in tech and life science companies.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

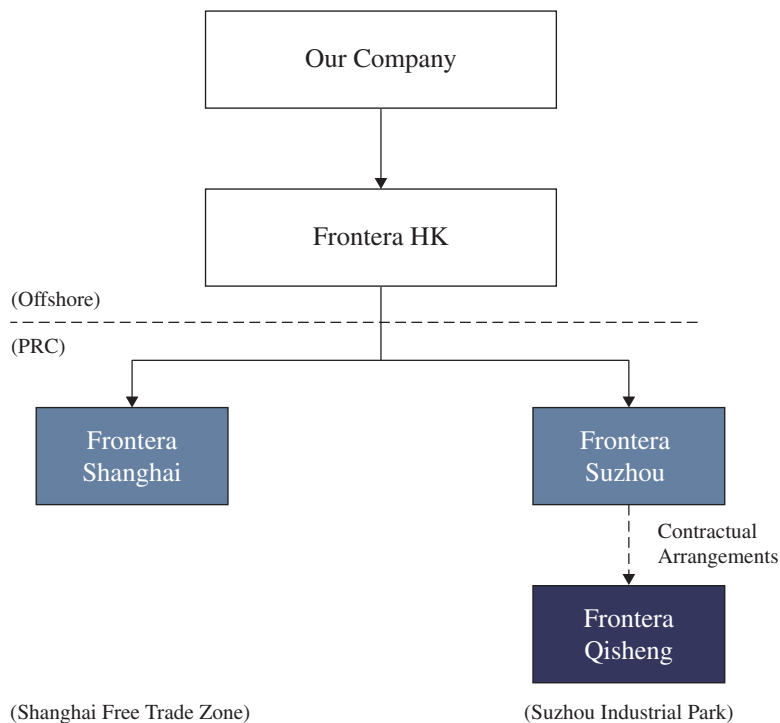
### REORGANIZATION

#### Historical Contractual Arrangements

In September 2024, the Ministry of Commerce, the National Health Commission, and the National Medical Products Administration jointly issued the Notice on Carrying out a Pilot Program for Expanding Opening-up in the Medical-related Field (《關於在醫療領域開展擴大開放試點工作的通知》, the “**Work Notice**”). The Work Notice allows foreign-invested enterprises to conduct the “development and application of human stem cell and gene diagnosis and therapy technologies” (the “**Relevant Businesses**”) in four Free Trade Zones and/or Ports, including the China (Shanghai) Pilot Free Trade Zone (the “**Shanghai Free Trade Zone**”), for the purpose of registration, marketing and production.

Frontera Qisheng, one of our PRC subsidiaries established in Suzhou, China (known as Frontera Biotechnology (Suzhou) Co., Ltd. (方拓生物科技(蘇州)有限公司) at the time of establishment) and controlled by us through certain historical contractual arrangements (the “**Historical Contractual Arrangements**”) since its establishment, was conducting gene therapy R&D which would fall into the Relevant Businesses under the Work Notice.

In light of the above regulatory developments and our corporate strategy, we began the process of unwinding the Historical Contractual Arrangements in September 2025. The following chart depicts our shareholding structure immediately prior to the Unwinding of the Historical Contractual Arrangements:



## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### Unwinding of the Historical Contractual Arrangements

#### 1. *Relocation of Frontera Qisheng’s registered place from Suzhou to Shanghai Free Trade Zone*

Prior to the Reorganization, Frontera Qisheng was established and registered in Suzhou, China (known as Frontera Biotechnology (Suzhou) Co., Ltd. (方拓生物科技(蘇州)有限公司) at the time of establishment). With the promulgation of the Work Notice, we decided to relocate Frontera Qisheng’s registered office from Suzhou to Shanghai Free Trade Zone (the “**Relocation**”), where the business of gene therapy R&D is allowed to be conducted by foreign-invested enterprises in accordance with the Work Notice, and subsequently unwind the Historical Contractual Arrangements to streamline our ownership structure.

As of October 18, 2025, Frontera Qisheng has completed the Relocation, and began operating as a legal entity registered and existing in the Shanghai Free Trade Zone. It has been renamed from Frontera Biotechnology (Suzhou) Co., Ltd. (方拓生物科技(蘇州)有限公司) to Shanghai Frontera Qisheng Therapeutics Co., Ltd. (上海方拓啟晟生物科技有限公司).

In addition, the description of “preclinical and clinical gene therapy R&D” was retained in the scope of business of Frontera Qisheng as set out in its updated business license after the Relocation, while certain assets of Frontera Qisheng, namely the lease of the facility in Suzhou, relevant fixed assets and certain employees, were transferred to Frontera Suzhou, to ensure the continuation of our business operations in Suzhou and lower the costs incurred due to the Relocation.

#### 2. *Unwinding the Historical Contractual Arrangements and 100% acquisition of Frontera Qisheng by Frontera Shanghai*

With the completion of the Relocation and in accordance with the Work Notice, we are allowed to hold indirect ownership in Frontera Qisheng and continue to conduct the business of gene therapy R&D through Frontera Qisheng in Shanghai Free Trade Zone. Therefore, we began to unwind the Historical Contractual Arrangements and acquire 100% of the equity interest in Frontera Qisheng by Frontera Shanghai (the “**Unwinding of the Historical Contractual Arrangements**”).

On November 11, 2025, a termination agreement was entered into among Frontera Qisheng, its then shareholders, and Frontera Suzhou, to terminate the Historical Contractual Arrangements.

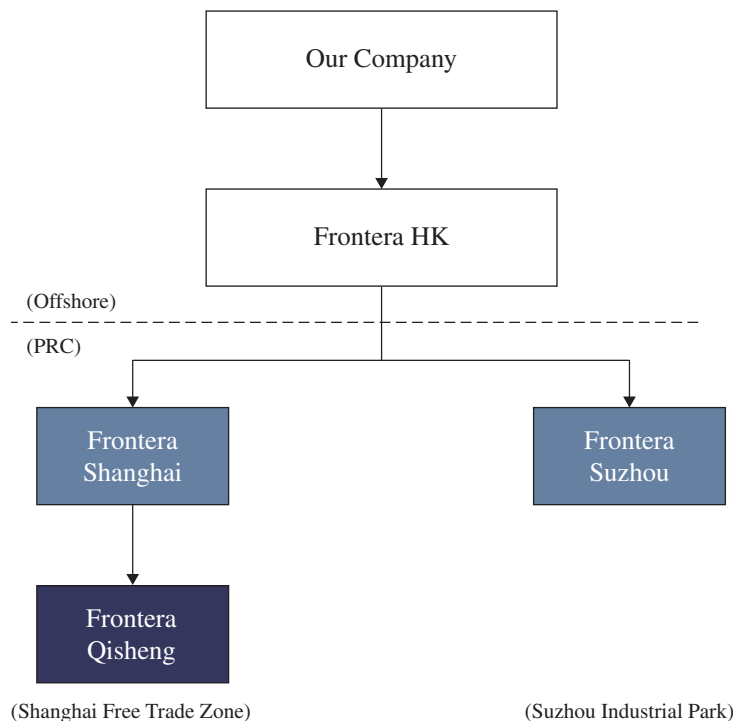
On November 11, 2025, an equity transfer agreement was entered into among Frontera Qisheng, its then shareholders, and Frontera Shanghai, pursuant to which Frontera Shanghai acquired 100% of the equity interest in Frontera Qisheng. The new business license of Frontera Qisheng was obtained on December 2, 2025.

For the avoidance of doubt, throughout the Track Record Period, the results of Frontera Qisheng have been consolidated into those of the Group throughout the Track Record Period, and the Group has retained control of Frontera Qisheng through the Historical Contractual Arrangements and, after their unwinding, through direct control of Frontera Shanghai. Therefore, none of the aforementioned corporate actions constitutes an acquisition or disposal of material subsidiary or business by us during the Track Record Period under Rule 4.05A of the Listing Rules.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Our PRC Legal Adviser has confirmed that (i) the PRC companies in our Group as described in this section have been duly established, (ii) all equity transfers and capital changes of the PRC companies in our Group under the Reorganization have been legally completed, and all necessary regulatory approvals and registrations in respect thereof have been obtained in accordance with PRC laws in all material respects. For details on the laws and regulations, see “Regulatory Overview” in this document.

The following chart depicts our corporate and shareholding structure immediately after to the Unwinding of the Historical Contractual Arrangements:



### MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Other than the above and as disclosed in “— Reorganization”, during the Track Record Period and up to the Latest Practicable Date, we did not conduct any major acquisitions, disposals or mergers that we consider to be material to us.

### REASONS FOR THE [REDACTED]

Our Company is seeking a [REDACTED] of its Shares on the Stock Exchange in order to provide further capital for the R&D and commercialization of our product candidates, to strengthen our Company’s working capital and to further raise our business profile and global presence. For further details of our future plans, see “Future Plans and Use of [REDACTED]” in this document.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### PUBLIC FLOAT AND FREE FLOAT

Rule 8.08 of the Listing Rules requires that there must be an open market in the securities for which listing is sought. This will normally mean that for a class of securities new to listing, at least a minimum prescribed percentage of that class of securities must be held by the public at the time of listing. Where the expected market value of the class of securities at the time of listing is over HK\$6,000,000,000 but not exceeding HK\$30,000,000,000, the minimum prescribed percentage is determined at the higher of: (i) the percentage that would result in the expected market value of such securities held by the public to be HK\$1,500,000,000 at the time of listing; and (ii) 15%.

Based on (i) the [REDACTED] of HK\$[REDACTED], and (ii) [REDACTED] Shares which are expected to be in issue immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan), it is expected that the market value of the Shares at the time of [REDACTED] will be HK\$[REDACTED].

Based on (i) the [REDACTED] of HK\$[REDACTED], and (ii) [REDACTED] Shares which are expected to be in issue immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan), it is expected that the market value of the Shares at the time of [REDACTED] will be HK\$[REDACTED].

Based on (i) the [REDACTED] of HK\$[REDACTED], and (ii) [REDACTED] Shares which are expected to be in issue immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan), it is expected that the market value of the Shares at the time of [REDACTED] will be HK\$[REDACTED].

Accordingly, a number of Shares [REDACTED] must be held by the [REDACTED] at the time of [REDACTED].

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Upon the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan), the Shares held by certain of our Shareholders who are, or are indirectly controlled by, our core connected persons, will not be counted towards the public float. Details of these Shareholders are set out below:

- OrbiMed Entities, holding [REDACTED]% of the issued share capital of our Company;
- Creacion, holding [REDACTED]% of the issued share capital of our Company; and
- Forward Force Investment Limited, holding [REDACTED]% of the issued share capital of our Company.

For details of these Shareholders and their controllers, see "Substantial Shareholders."

Shares held by Shareholders other than as set out above will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules as they will not be core connected persons of our Company upon [REDACTED], are not accustomed to take instructions from core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares, and their acquisition of Shares were not financed directly or indirectly by core connected persons.

Based on the above, it is expected that immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan), approximately [REDACTED]% of our Company's total issued Shares will be held by the public upon completion of the [REDACTED] in accordance with Rule 8.08 of the Listing Rules.

Our Company is also expected to satisfy the free float requirement under Rule 8.08A of the Listing Rules at time of the [REDACTED] based on the indicative [REDACTED].

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### CAPITALIZATION OF OUR COMPANY

The table below is a summary of the capitalization of our Company as Latest Practicable Date and the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan):

Name of Shareholders	As of Latest Practicable Date <sup>(1)</sup>					As of the [REDACTED] <sup>(2)</sup>		
	Ordinary Shares	Series A preferred Shares	Series B-1 Preferred Shares	Series B-2 Preferred Shares	Aggregate number of Shares	Approximate ownership percentage in the total issued share capital of our Company <sup>(1)</sup>	Number of Shares	Approximate ownership percentage in the total issued share capital of our Company
Creacion . . . . .	11,000,000	16,000,000	3,161,270	1,746,559	31,907,829	27.7%	[REDACTED]	[REDACTED]
OrbiMed Asia . . . . .	5,500,000	8,000,000	3,387,075	1,871,314	18,758,389	16.3%	[REDACTED]	[REDACTED]
OrbiMed U.S. . . . .	5,500,000	8,000,000	3,387,075	1,871,314	18,758,389	16.3%	[REDACTED]	[REDACTED]
Denoma Ltd . . . . .	–	3,000,000	–	–	3,000,000	2.6%	[REDACTED]	[REDACTED]
Forward Force Investment Limited . . . . .	–	–	11,290,250	6,237,712	17,527,962	15.2%	[REDACTED]	[REDACTED]
HSG Growth VI Holdco E, Ltd. . . . .	–	–	7,903,175	4,366,398	12,269,573	10.7%	[REDACTED]	[REDACTED]
Loyal Valley Capital Advantage Fund III LP . . . . .	–	–	2,258,050	1,247,542	3,505,592	3.0%	[REDACTED]	[REDACTED]
Starr International Investments HK V, Limited . . . . .	–	–	2,258,050	1,247,542	3,505,592	3.0%	[REDACTED]	[REDACTED]
Terra Magnum Fund I LP . . . . .	–	–	1,129,025	623,772	1,752,797	1.5%	[REDACTED]	[REDACTED]
Terra Magnum Sigma LLC . . . . .	–	–	451,610	249,508	701,118	0.6%	[REDACTED]	[REDACTED]
Firstray Biotech Investment Holdings, Ltd. . . . .	–	–	903,220	499,017	1,402,237	1.2%	[REDACTED]	[REDACTED]
WS Investment Company, LLC . . . . .	–	–	67,741	37,426	105,167	0.1%	[REDACTED]	[REDACTED]
Individual Shareholders <sup>(3)</sup> . . . . .	1,943,882	–	–	–	1,943,882	1.7%	[REDACTED]	[REDACTED]
Other investors taking part in the [REDACTED] . . . . .	–	–	–	–	–	–	[REDACTED]	[REDACTED]
<b>Total . . . . .</b>	<b>23,943,882</b>	<b>35,000,000</b>	<b>36,196,541</b>	<b>19,998,104</b>	<b>115,138,527</b>	<b>100%</b>	<b>[REDACTED]</b>	<b>[REDACTED]</b>

*Notes:*

- (1) Based on the assumptions that all Preferred Shares have been converted into Shares on a one-to-one basis.
- (2) Assuming the [REDACTED] is not exercised and without taking into account any Shares which may be issued under the Pre-[REDACTED] Equity Incentive Plan.
- (3) Including 15 individuals who are early contributors to the Company, or former employees or external consultants of our Company that were granted options and exercised the options under the Pre-[REDACTED] Equity Incentive Plan. For details and principal terms of the Pre-[REDACTED] Equity Incentive Plan, see “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document.

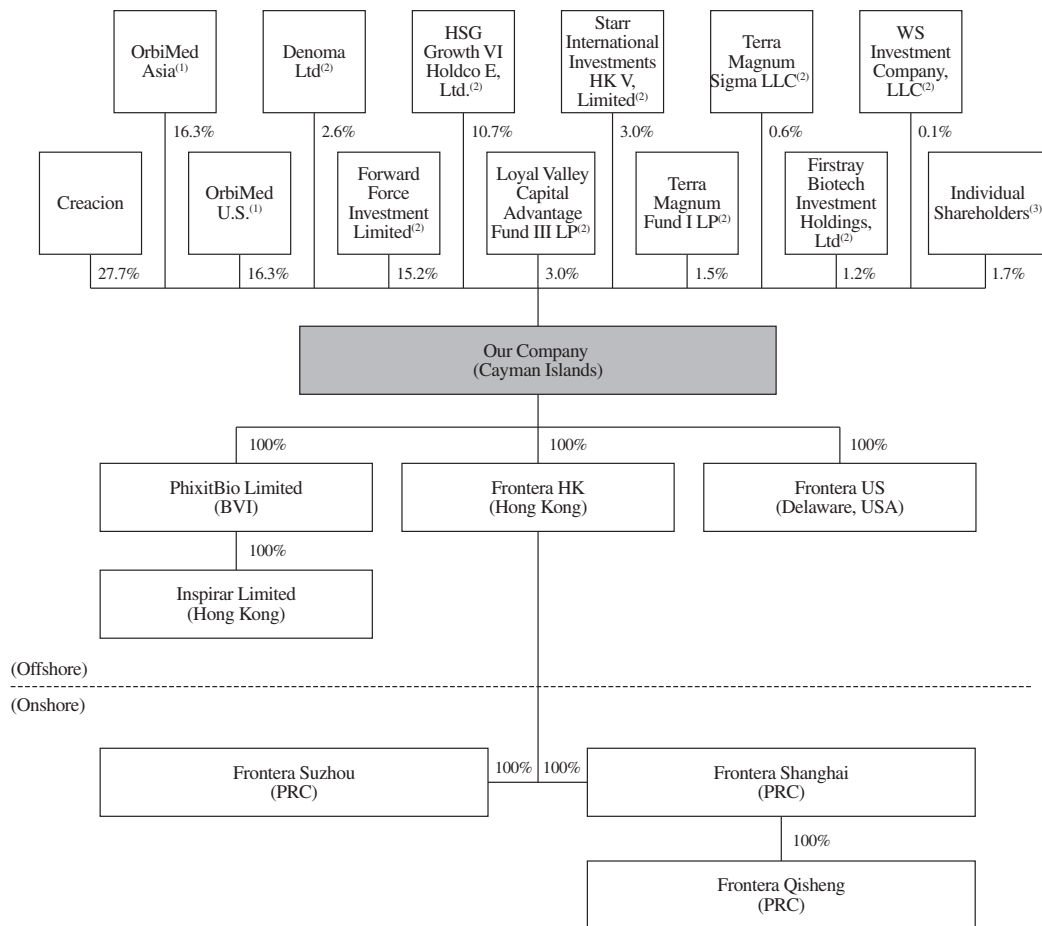
## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

### PRC REGULATORY REQUIREMENT

Our PRC Legal Adviser has confirmed that our PRC subsidiaries have been duly established and all necessary regulatory approvals and registrations in respect of the incorporation of our PRC subsidiaries, as applicable, have been obtained in accordance with PRC laws in all material respects.

### OUR CORPORATE STRUCTURE IMMEDIATELY PRIOR TO COMPLETION OF THE [REDACTED]

The following chart sets forth the shareholding structure of our Group immediately prior to the [REDACTED] (assuming all preferred Shares have been converted into Shares on a one-to-one basis):



*Note:*

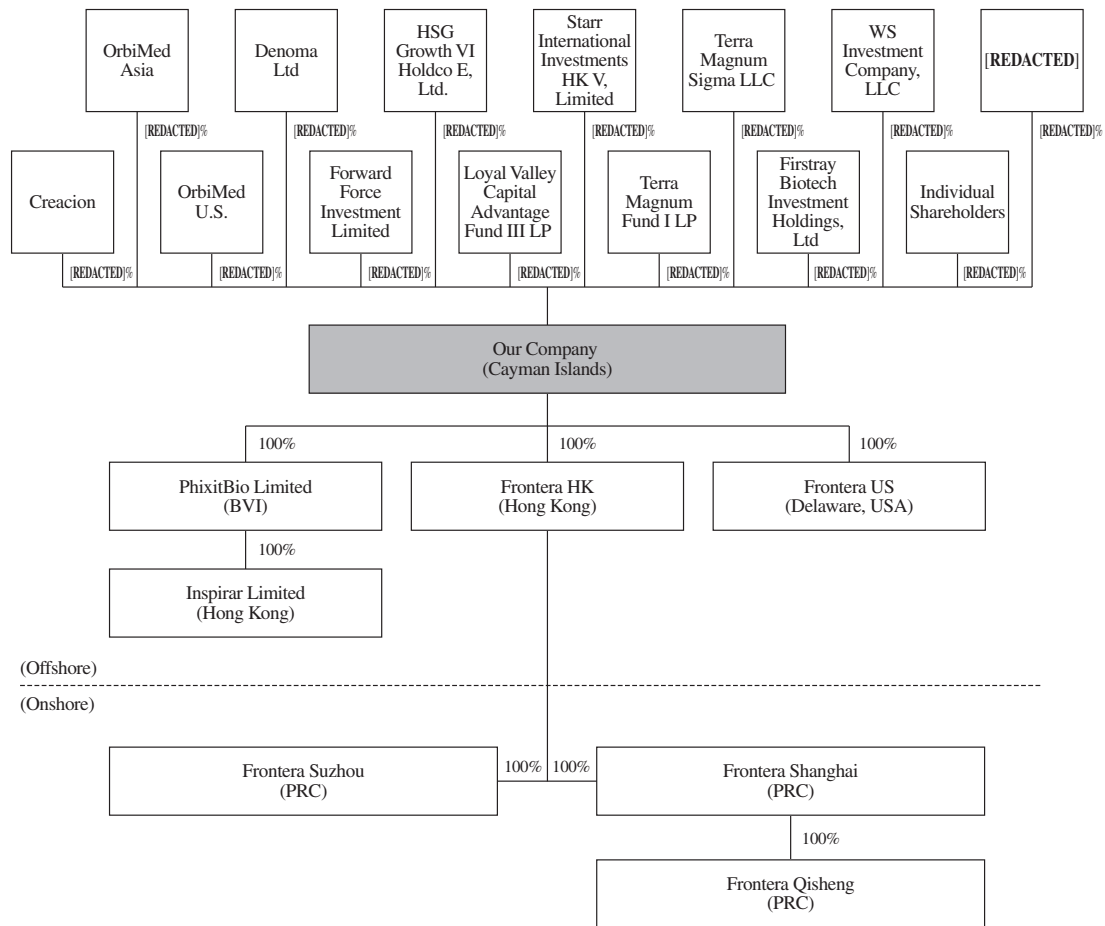
(1) As of the Latest Practicable Date, the general partner of OrbiMed Asia Partners III, L.P. (“**OrbiMed Asia**”) is OrbiMed Asia GP III, L.P., with OrbiMed Advisors III Limited acting as its general partner. As of the Latest Practicable Date, the general partner of OrbiMed Private Investments VII, LP (“**OrbiMed U.S.**”) is OrbiMed Capital GP VII LLC, with OrbiMed Advisors LLC being its managing member. OrbiMed Advisors LLC is the advisory company to OrbiMed Asia, pursuant to its voting power under the advisory agreement between it and OrbiMed Asia. OrbiMed Advisors LLC also has controlling voting power over OrbiMed U.S. Therefore, OrbiMed Aisa and OrbiMed U.S. are under common control of OrbiMed Advisors LLC.

**HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

- (2) For details relating to these Shareholders, see “— Pre-[REDACTED] Investments — Information about the Pre-[REDACTED] Investors” in this section.
- (3) Including 15 individuals who are early contributors to the Company, or former employees or external consultants of our Company that were granted options and exercised the options under the Pre-[REDACTED] Equity Incentive Plan. For details and principal terms of the Pre-[REDACTED] Equity Incentive Plan, see “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document.

**OUR CORPORATE STRUCTURE IMMEDIATELY FOLLOWING COMPLETION OF THE [REDACTED]**

The following chart sets forth the shareholding structure of our Group immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no further Shares are issued under the Pre-[REDACTED] Equity Incentive Plan):



*Note:*  
See the notes to the paragraph headed “— Our Corporate Structure Immediately Prior to Completion of the [REDACTED]” in this section.