
RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, OrbiMed Asia and OrbiMed U.S. (together, the “**OrbiMed Entities**”) were interested in approximately 20.23% and 20.23% of the total issued share capital of our Company, respectively.

As of the Latest Practicable Date, the general partner of OrbiMed Asia is OrbiMed Asia GP IV, L.P., with OrbiMed Advisors IV Limited acting as its general partner. OrbiMed Advisors LLC is the advisory company of OrbiMed Asia, pursuant to the advisory agreement between the two entities which grants OrbiMed Advisors LLC voting power. As of the Latest Practicable Date, the general partner of OrbiMed U.S. is OrbiMed Capital GP VIII LLC, with OrbiMed Advisors LLC being its managing member, which exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho and W. Carter Neild. As such, OrbiMed Advisors LLC has controlling voting power over OrbiMed U.S.. Therefore, the OrbiMed Entities are under common control of OrbiMed Advisors LLC. The actual controllers of the OrbiMed Entities are Carl L. Gordon, Sven H. Borho, and W. Carter Neild. Their respective interests are aggregated for the purpose of this Document. For more details, please see “History, Development and Corporate Structure — Pre-[REDACTED] Investment — Information about our Shareholders”.

Therefore, OrbiMed Asia and OrbiMed U.S., which will be in aggregate interested in approximately [REDACTED]% of the total issued share capital of our Company immediately after the completion of [REDACTED] (assuming the [REDACTED] and options under the Equity Incentive Plan are not exercised), will constitute a group of Controlling Shareholders upon [REDACTED].

As investors in the healthcare industry, the OrbiMed Entities have a track record of incubating companies focusing on various fields within the global healthcare industry. After in-depth communication, the OrbiMed Entities, Creacion Ventures and Dr. Curt William BRADSHAW, our Chief Scientific Officer, began exploring business opportunities in the siRNA therapeutics market, where they believe strong potential existed. With confidence in the industry experience and management skills of Dr. Curt William BRADSHAW, our Group was co-founded in 2021 by OrbiMed Entities and Creacion Ventures.

CLEAR DELINEATION OF BUSINESS

The OrbiMed Entities are investment funds with an in-depth focus on healthcare and extensive coverage across China and the United States. As of the Latest Practicable Date, the OrbiMed Entities and their affiliates have vast portfolios of companies, including, among others, Laekna, Inc. (a company listed on the Stock Exchange, stock code: 2105), Janux Therapeutics, Inc. (a company listed on the NASDAQ Stock Exchange, ticker: JANX), Disc Medicine, Inc. (a company listed on the NASDAQ Stock Exchange, ticker: IRON), VISEN Pharmaceuticals (a company listed on the Stock Exchange, stock code: 2561) and Gaussh Meditech Ltd (a company listed on the Stock Exchange, stock code: 2407). The Controlling Shareholders do not hold controlling interests in the companies in their portfolios that competes or is likely to compete, either directly or indirectly, with our Group’s business, other than the interest in our Company.

We are a global clinical-stage biotechnology company dedicated to unlocking the clinical and commercial value of siRNA therapeutics. Our goal is transformation of the current standard of care for chronic diseases by developing competitive and differentiated siRNA therapeutics for large unmet global medical needs, a strategy underpinned by our three franchises with substantial market potential, proprietary siRNA technology platform and global partnership and capabilities.

To the best knowledge of our Directors, none of the Controlling Shareholders or their respective close associates holds 10% or more equity interests, individually or collectively, in any company whose products are the same as the Core Product and key products of our Company, or whose business competes or is likely to compete, directly or indirectly, with our business, that requires disclosure under Rule 8.10 of the Listing Rules.

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INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are able of carrying out our business independently from our Controlling Shareholders and their respective close associates after the [REDACTED].

Management Independence

Our business is managed and conducted by our Board and senior management. Our Board comprises one executive Director, five non-executive Directors and three independent non-executive Directors. For more details, see “Directors and Senior Management”.

As of the Latest Practicable Date, Dr. David Guowei WANG and Mr. Diyong XU, being non-executive Directors of our Company, serve as a Partner and Senior Managing Director of OrbiMed Asia and as a partner at OrbiMed U.S., respectively. Other than above, there is no overlapping of directors or senior management between our Company and our Controlling Shareholders and their close associates.

Despite the aforementioned overlapping Directors, our Directors are of the view that our Board and senior management team are able to manage our business independently from the Controlling Shareholders and their respective close associates for the following reasons:

- Dr. Wang and Mr. Xu as non-executive Directors are responsible for supervising the management of our Board, but are not involved in the day-to-day management or operations of our business. Therefore, their positions in the Controlling Shareholders or their close associates will not affect the day-to-day management of our business;
- each of our Directors is aware of his or her fiduciary duties as a Director which requires, among others, that he or she must act for the benefit of and in the best interests of our Company and not allow any conflict between his or her duties as a Director and his or her personal interests;
- our daily management and operations are carried out by our executive Director and an independent senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group;
- none of the other three non-executive Directors, our executive Director and senior management team holds any directorships or management positions in, or represents interests of, our Controlling Shareholders;
- we have three independent non-executive Directors who (i) account for one-third of the Board; (ii) do not and will not hold any directorships or management positions in our Controlling Shareholders; and (iii) possess requisite industry knowledge and experience and are qualified to provide independent, sound and professional advice to our Company;
- in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) is required to declare the nature of such interest before voting at the relevant Board meetings of our Company in respect of such transactions; and
- we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders and their close associates which would support our independent management. For more details, see “Corporate Governance Measures”.

Based on the above, our Directors are satisfied that our Board as a whole, and together with our senior management team, is able to perform the managerial role in our Group independently.

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Financial Independence

Our Group has an independent financial system. We make financial decisions according to our own business needs and neither our Controlling Shareholders nor their close associates intervene with our use of funds. In addition, we have also established an independent finance department and have implemented sound and independent audit, accounting and financial management systems.

As of the Latest Practicable Date, there were no outstanding loans or guarantees provided by, or granted to, our Controlling Shareholders or their respective close associates.

Our Directors believe that, upon [REDACTED], our Company will be able to obtain further financing, if necessary, upon market terms and conditions without relying on financial assistance or credit support from our Controlling Shareholders or their close associates.

Based on the above, our Company considers there is no financial dependence on our Controlling Shareholders or their close associates.

Operational Independence

We have full rights to make all decisions on, and to carry out, our own business operations independently. Our Company, through our subsidiaries, holds the licenses and qualifications necessary to carry on our current business, and has sufficient capital, facilities, technology and employees to operate the business independently from our Controlling Shareholders. We have access to third parties independently from and not connected to our Controlling Shareholders for sources of suppliers and customers. Based on the above, our Directors are of the view that we are able to operate independently from our Controlling Shareholders and their close associates.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders’ interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Controlling Shareholders:

- under the Articles of Association, where a Shareholders’ meeting is to be held in order to consider proposed transactions in which any of our Controlling Shareholders or any of their associates has a material interest, the Controlling Shareholders or their associates will not vote on the relevant resolutions;
- our Company has established internal control mechanisms to identify connected transactions. If our Company enters into connected transactions with our Controlling Shareholders or any of their associates upon [REDACTED], our Company will comply with the applicable Listing Rules;
- the independent non-executive Directors will review, on an annual basis, whether there are any conflicts of interests between our Group and our Controlling Shareholders (the “**Annual Review**”) and provide impartial and professional advice to protect the interests of our minority Shareholders;
- our Controlling Shareholders will undertake to provide all information necessary, including all relevant financial, operational and market information and any other necessary information as required by the independent non-executive Directors for the Annual Review;
- our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules;
- where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our Company’s expenses; and

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- we have appointed Somerley Capital Limited as our compliance advisor to provide advice and guidance to us in respect of compliance with the applicable laws and regulations, as well as the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Group and our Controlling Shareholders, and to protect our minority Shareholders’ interests after [REDACTED].