

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OVERVIEW

We are a biotechnology company focused on and pioneering in the development and commercialization of molecular diagnostic instruments and biochips. Our product offerings include molecular diagnostic products and electrochemical long-read next-generation sequencing (EL-NGS) platform and biochips for multi-omics analysis. Our Group was founded by Dr. Tian and Dr. Ivanov in 2016. Our founders have extensive experience in sequencing, image sensor and semiconductor industries. For the biographical details of Dr. Tian and Dr. Ivanov, see “Directors and Senior Management.”

We commenced business operations through Angstrom Centro Holdings, LLC (“ACH”), a limited liability company incorporated in Delaware, the United States in February 2016. To re-domicile our Group’s holding company from the United States to the Cayman Islands for tax planning purposes and to adopt a more commonly used offshore holding structure to support our expansion and to prepare for the [REDACTED], we conducted the Reorganization, and our Company was incorporated in the Cayman Islands in September 2021 as the holding company of our Group. For details of the Reorganization, see “—Reorganization” in this section.

BUSINESS DEVELOPMENT MILESTONES

The table below summarizes our key business development milestones.

Year	Milestone
2016	We commenced business operations
2017	We established our first wholly-owned PRC subsidiary, Anxuyuan Shenzhen
2018	We completed our proprietary Bio-CMOS sequencing chip process integration
2019	We announced the release of engineering prototype of EL-NGS gene sequencer AxiLona AXP-100
2020	We announced the release of engineering prototype of AxiLona EL-100
2021	We launched the product prototype of AxiLona EL-100
	We launched the product prototype of EL-NGS gene sequencer AxiLona AXP-100
2022	We established our first GMP-compliant manufacturing facility in Wuxi, China
	Anxuyuan Shenzhen was recognized as a National High-tech Enterprise (國家高新技術企業)
2023	We received the CE marking for AxiLona EL-100
	We obtained ISO 13485:2016 certification

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Year	Milestone
2024	AxiLona EL-100 was admitted into the Special Registration Procedures for Innovative Class II Medical Devices (commonly known as Green Path) by the Jiangsu MPA We established a high-throughput protein screening system, discovered multiple producible new polymerases
2025	We completed the clinical trial of AxiLona EL-100 We launched the design and development of the ultra-high throughput EL-NGS gene sequencer AxiLona AXP-1000 We received the Class II medical device registration certificate for AxiLona EL-100 from the Jiangsu MPA AxiLona EL-100 protein detection has passed the proof-of-concept stage
2026	We have established collaborations with multiple prominent global research institutions, industry partners and hospitals We completed the design of the upgraded version of AxiLona EL-100 that covers both nucleic acid detection and protein detection

OUR MAJOR SUBSIDIARIES

The table below sets out the place and date of establishment/incorporation and principal business activities of each member of our Group that made a material contribution to our results of operations during the Track Record Period or are otherwise material to our business operations.

Subsidiary	Place of establishment/ incorporation	Date of establishment/ incorporation	Principal business activities
Axbio US	Delaware, the United States	February 29, 2016	R&D of biotechnology, semiconductor and nanotechnology
Anxuyuan Wuxi	PRC	November 19, 2021	Manufacturing of <i>in vitro</i> diagnostic equipment, RUO products and consumables, and R&D of biotechnology, semiconductor and nanotechnology
Anxuyuan Shenzhen	PRC	June 1, 2017	R&D of biotechnology, semiconductor and nanotechnology
Anxuyuan Medical Technology	PRC	April 20, 2023	Sales of our products
Anxuyuan Tianjin	PRC	April 21, 2020	Provision of custom synthesis and analytical services

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

MAJOR MERGER, ACQUISITION AND DISPOSAL

During the Track Record Period and up to the Latest Practicable Date, save as otherwise disclosed in this section, we had not conducted any merger, acquisition or disposal that we consider to be material to us.

ESTABLISHMENT AND EARLY DEVELOPMENT OF OUR GROUP

(a) Incorporation of ACH

On February 29, 2016, ACH was incorporated in Delaware, the United States with limited liability. The initial member of ACH was Mr. Krystian Ji (“**Mr. Ji**”), an independent third party and an early financial investor. Dr. Tian and Dr. Ivanov, who became acquainted during their tenure at InVisage Technologies Inc. (a fabless semiconductor pioneer acquired by Apple Inc. in 2017 and known for QuantumFilm, a quantum dot-based image sensor technology), became members of ACH in May 2016. In November 2016, Mr. Ji transferred his shares in ACH to his affiliate entity, Krystian Ji Holdings LLC (“**KJH**”).

(b) Series Seed Financing and ACH Exchange and Reorganization

From June 2016 to November 2017, our Group entered into agreements for six rounds of Series Seed Financing, pursuant to which the Series Seed Investors agreed to subscribe for an aggregate of 22,260,460 series seed preferred shares of ACH at an aggregate consideration of approximately US\$9.8 million as detailed below. For further details of the Series Seed Financing, see “— Pre-[REDACTED] Investments” in this section.

Series Seed Investor	Number of series seed preferred shares subscribed for	Consideration
KJH	4,566,395 series seed-1 preferred shares	US\$2,000,000
RADIANCE CAPITAL MANAGEMENT INTERNATIONAL LTD. (“ Radiance Capital ”)	570,776 series seed-2 preferred shares	US\$250,000
Zhen Partners Fund IV, L.P. (“ ZhenFund IV ”)	1,141,553 series seed-3 preferred shares	US\$500,000
RISE LEADER INVESTMENTS LIMITED (領陞投資有限公司) (“ Rise Leader ”)	4,566,210 series seed-4 preferred shares	US\$2,000,000
Tsinghua Leaguer Venture Capital International Co., Ltd. (清華力合創業投資國際有限公司) (“ Tsinghua Leaguer ”)	4,566,210 series seed-5 preferred shares	US\$2,000,000
Keung Ma	2,283,106 series seed-6 preferred shares	US\$1,000,000
Shenzhen Green Pine Equity Investment Partnership (Limited Partnership) (深圳市松禾成長一號股權投資合夥企業(有限合伙)) (“ Green Pine ”)	4,566,210 series seed-6 preferred shares	US\$2,000,000
Total	22,260,460 series seed preferred shares	US\$9,750,000

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Pursuant to an exchange and reorganization agreement dated November 14, 2017 entered into among ACH, Axbio US, a Delaware corporation then wholly owned by ACH, and the then members of ACH, each member of ACH agreed to transfer and assign to ACH all of his membership interests of ACH in exchange for the shares of Axbio US (the “**ACH Exchange and Reorganization**”). Upon the completion of the ACH Exchange and Reorganization, Axbio US became the holding company of our Group with the following shareholding structure:

Shareholder	Class of shares held	Number of shares held	Approximate shareholding
Dr. Tian	Common shares	55,233,000	49.89%
Dr. Ivanov	Common shares	27,616,000	24.94%
KJH ⁽¹⁾	Common shares	5,607,000	5.06%
	Series seed-1 preferred shares	4,566,395	4.12%
Radiance Capital	Series seed-2 preferred shares	570,776	0.53%
ZhenFund IV ⁽²⁾	Series seed-3 preferred shares	1,141,553	1.03%
Rise Leader ⁽³⁾	Series seed-4 preferred shares	4,566,210	4.12%
Tsinghua Leaguer	Series seed-5 preferred shares	4,566,210	4.12%
Keung Ma	Series seed-6 preferred shares	2,283,106	2.07%
Green Pine	Series seed-6 preferred shares	4,566,210	4.12%
Total:		110,716,460	100.00%

Notes:

- (1) On November 1, 2019, KJH transferred 5,607,000 common shares and 4,566,395 series seed-1 preferred shares of Axbio US to Kryssen Capital Fund 29 LLC, its affiliate, at nil consideration and ceased to be a shareholder. On April 27, 2022, Kryssen Capital Fund 29 LLC transferred 5,607,000 Shares and 4,566,395 series seed-1 preferred shares of our Company to Kryssen Capital 29 Ltd (“**Kryssen 29**”), its affiliate, at nil consideration and ceased to be a Shareholder. On August 3, 2022, Kryssen 29 further transferred 5,607,000 Shares to Kryssen Capital 30 Investment Ltd (“**Kryssen 30**”), its affiliate, at nil consideration.
- (2) On August 9, 2025, ZhenFund IV transferred 1,141,553 series seed-3 preferred shares of our Company to CIH Capital Limited (中橫資本有限公司) (“**CIH Capital**”) at a consideration of US\$1,224,542 and ceased to be a Shareholder.
- (3) On November 3, 2023, Rise Leader transferred 4,566,210 series seed-4 preferred shares of our Company to Leaguer Hongxin (Hongkong) Limited (力合泓鑫(香港)有限公司) (“**Hongxin HK**”), its affiliate, at a consideration of US\$2,000,000 and ceased to be a Shareholder.

(c) Establishment of Anxuyuan Shenzhen

To leverage China’s growing interdisciplinary talent pool, high supply chain efficiency and significant cost advantages, we established our first wholly-owned PRC subsidiary, Anxuyuan Shenzhen, in June 2017 to conduct R&D of biotechnology, semiconductor and nanotechnology.

(d) Series A Financing

On August 29, 2018, Axbio US and the Series A Investors entered into a series A preferred stock and warrant purchase agreement, pursuant to which the Series A Investors agreed to subscribe for an aggregate of 11,650,330 series A preferred shares of Axbio US at an aggregate consideration of approximately US\$18.4 million as detailed below. For further details of the Series A Financing, see “— Pre-[REDACTED] Investments” in this section.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

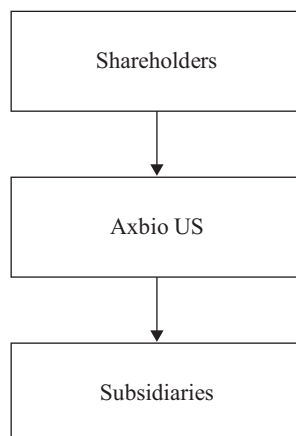
Series A Investor	Number of Series A Preferred Shares subscribed for	Consideration
Shantou Huarun Innovation Equity Investment Fund Partnership (Limited Partnership) (汕頭市華潤創新股權投資基金合夥企業(有限合夥)) (“ Shantou Huarun ”) ⁽¹⁾	4,345,726	US\$7,199,998.84
Shenzhen Leaguer Hongxin Venture Capital Partnership (Limited Partnership) (深圳力合泓鑫創業投資合夥企業(有限合夥)) (“ Shenzhen Leaguer Hongxin ”)	2,547,976	US\$4,221,486.64
Tsingyuan Opportunity I LLC (“ Tsingyuan Opportunity ”)	1,810,719	US\$2,999,999.24
Tsingyuan Ventures I LP (“ Tsingyuan Ventures ”)	568,053	US\$509,657.53
Suzhou MING Bioventures Fund I Venture Capital LP (蘇州聚明中泓方仁創業投資合夥企業(有限合夥)) (“ MING Bioventures ”)	1,207,146	US\$1,999,999.50
Lau Kong Lo	603,573	US\$999,999.75
Bright Stone Holdings Limited (英石控股有限公司) (“ Bright Stone ”)	567,137	US\$508,835.62
Total	11,650,330	US\$18,439,977.12

Note:

- (1) On February 1, 2024, our Company repurchased 1,341,336 Series A Preferred Shares from Shantou Huarun at a consideration of US\$2,500,000.

REORGANIZATION

The chart below sets out our Group’s corporate and shareholding structure immediately before the commencement of the Reorganization.



To re-domicile our Group’s holding company from the United States to the Cayman Islands for tax planning purposes and to adopt a more commonly used offshore holding structure to support our planned global expansion and to prepare for the [REDACTED], we underwent the following Reorganization steps.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

(a) Incorporation of our Company

On September 14, 2021, our Company was incorporated in the Cayman Islands as an exempted company with limited liability and the ultimate holding company of our Group. Upon incorporation, the authorized share capital of our Company was US\$50,000 with a par value of US\$0.0001 each.

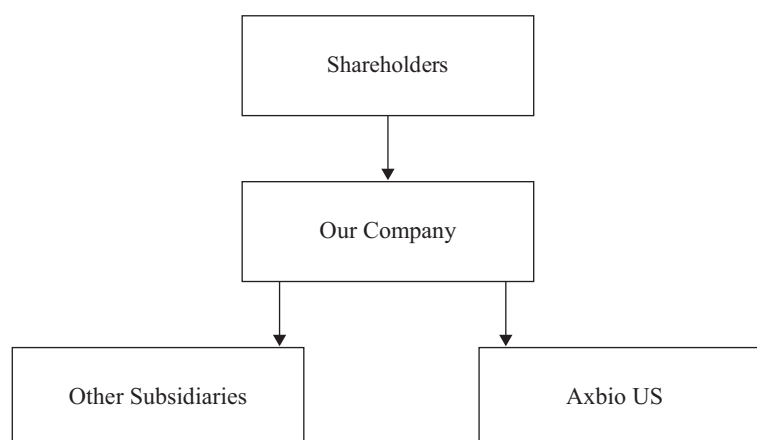
(b) Incorporation of the Merger Sub

On September 24, 2021, Axbio MergerCo, Inc. (the “**Merger Sub**”) was incorporated in Delaware, the United States with limited liability, with our Company as its sole shareholder.

(c) Merger with Axbio US and Allotment and Issuance of Shares of our Company

On October 15, 2021, our Company, the Merger Sub and Axbio US entered into an agreement and plan of merger and reorganization, pursuant to which the Merger Sub was merged with and into Axbio US, the separate corporate existence of the Merger Sub ceased, and Axbio US continued as the surviving corporation and a wholly-owned subsidiary of our Company (the “**Merger**”) effective from the date of the agreement. To reflect and mirror the then shareholding structure of Axbio US before the Merger at the level of our Company, each issued and outstanding share in Axbio US was automatically converted into and exchanged for one validly issued, fully paid and non-assessable Share or Preferred Share in our Company, with rights and preferences granted to the respective classes and series of shares as substantially similar as possible under the laws of the Cayman Islands to those granted to the shares in Axbio US. Upon the completion of the Merger, all the assets, property, rights, privileges, powers and franchises of Axbio US and the Merger Sub vested in Axbio US, and all debts, liabilities and duties of Axbio US and the Merger Sub became the debts, liabilities and duties of Axbio US.

The chart below sets out our Group’s corporate and shareholding structure immediately following the completion of the Reorganization.



HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

SUBSEQUENT FINANCING

(a) Series A-1 Financing

On October 15, 2021, our Company and the Series A-1 Investors entered into a share purchase agreement, pursuant to which the Series A-1 Investors agreed to subscribe for an aggregate of 12,071,463 Series A-1 Preferred Shares at an aggregate consideration of US\$20 million as detailed below. For further details of the Series A-1 Financing, see “—Pre-[REDACTED] Investments” in this section.

Series A-1 Investor	Number of Series A-1 Preferred Shares subscribed for	Consideration
Hangzhou Kaitai Hongze Venture Capital Partnership (Limited Partnership) (杭州凱泰宏澤創業投資合夥企業(有限合夥)) (“ Kaitai Hongze ”)	3,017,866	US\$5,000,000
MSA Master Advantage Fund L.P. ⁽¹⁾	3,017,866	US\$5,000,000
5Y Capital Evolution Fund II, L.P. (“ 5Y Evolution II ”)	2,744,721	US\$4,547,453
5Y Capital Evolution Fund II Co-Investment, L.P. (“ 5Y Evolution II Co-Investment ”)	273,145	US\$452,547
Hua Capital Integrated Circuit Fund L.P. (元禾璞華集成電路美元基金(有限合夥)) (“ Hua Capital ”)	1,810,719	US\$3,000,000
Yael Evergreen Fund SPC – Yael Evergreen SP I (“ Yael Evergreen ”)	603,573	US\$1,000,000
Hannut Capital LP (瀛核資本合夥企業) (“ Hannut Capital ”)	603,573	US\$1,000,000
Total	12,071,463	US\$20,000,000

Note:

- (1) On April 27, 2022, MSA Master Advantage Fund L.P. transferred 3,017,866 Series A-1 Preferred Shares to MSA Venture Fund III L.P. (formerly known as MSA China Venture Fund III L.P.) (“**MSA Fund III**”), its affiliate, at nil consideration and ceased to be a Shareholder.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

(b) Series B Financing

On May 27, 2022, our Group and the Series B Investors entered into a series B preferred shares purchase agreement, pursuant to which the Series B Investors agreed to subscribe for an aggregate of 37,557,408 Series B Preferred Shares at an aggregate consideration of US\$70 million as detailed below. For further details of the Series B Financing, see “—Pre-[REDACTED] Investments” in this section.

Series B Investor	Number of Series B Preferred Shares subscribed for	Consideration
AZ-CICC	10,730,688	US\$20,000,000
YF Digital Health Limited (“YF Digital Health”)	10,730,688	US\$20,000,000
I-BRIDGE II INVESTMENT ONE PTE. LTD. ⁽¹⁾	5,365,344	US\$10,000,000
Future Industry Investment Fund (Suzhou) (先進製造產業投資(蘇州)基金 (有限合夥)) (“FIIF (Suzhou)”)	5,365,344	US\$10,000,000
5Y Evolution II	4,879,730	US\$9,094,907
5Y Evolution II Co-Investment	485,614	US\$905,093
Total	37,557,408	US\$70,000,000

Note:

- (1) On December 30, 2022, I-BRIDGE II INVESTMENT ONE PTE. LTD. transferred 5,365,344 Series B Preferred Shares to I-Bridge II Investment AxBio Limited (“I-Bridge”), its affiliate, at a consideration of US\$10,000,000 and ceased to be a Shareholder.

PRE-[REDACTED] INVESTMENTS

(a) Principal Terms of the Pre-[REDACTED] Investments

Our Group obtained multiple rounds of Pre-[REDACTED] Investments, which are summarized below:

	Series Seed Financing ⁽¹⁾	Series A Financing ⁽¹⁾	Series A-1 Financing	Series B Financing
Date(s) of agreement(s)	June 28, 2016 to November 21, 2017	August 29, 2018 to August 20, 2020	October 15, 2021	May 27, 2022
Amount of consideration paid (US\$)	9,750,000	15,939,977 ⁽⁴⁾	20,000,000	70,000,000 ⁽⁶⁾
Date of payment of consideration in full	May 13, 2020	August 18, 2020	April 15, 2022	March 17, 2023
Number of shares subscribed for	22,260,460	10,308,994 ⁽⁴⁾	12,071,463 ⁽⁵⁾	37,557,408
Cost per share paid (US\$)	0.4380	0.8972/1.6568	1.6568	1.8638

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

	Series Seed Financing ⁽¹⁾	Series A Financing ⁽¹⁾	Series A-1 Financing	Series B Financing
Discount to the [REDACTED] (approximation) ⁽²⁾	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Post-money valuation of our Group ⁽³⁾ (approximation) (US\$)	52.9 million	147.5 million/ 219.3 million	239.3 million	347.5 million
Basis of determination of valuation and consideration	The valuation of our Group and consideration for each round of the Pre-[REDACTED] Investments were determined based on arm’s length negotiation between our Group and the Pre-[REDACTED] Investors taking into account the timing of the Pre-[REDACTED] Investments and our research and development progress and business prospects.			
Use of proceeds from the Pre-[REDACTED] Investments	We utilized the proceeds from the Pre-[REDACTED] Investments to finance our research and development activities and our daily operations. As of the Latest Practicable Date, approximately [91]% of the net proceeds from the Pre-[REDACTED] Investments had been utilized.			
Lock-up	The Pre-[REDACTED] Investors will not be subject to any lock-up arrangement at the time of [REDACTED] pursuant to the relevant agreements of the Pre-[REDACTED] Investments.			
Strategic benefits to our Group brought by the Pre-[REDACTED] Investors	Our Directors were of the view that our Group would benefit from the additional capital provided by the Pre-[REDACTED] Investors and their industry knowledge and experience. The Pre-[REDACTED] Investments also demonstrated the Pre-[REDACTED] Investors’ confidence in and endorsement of our research and development capabilities and business prospects.			

Notes:

- (1) The information of the Series Seed Financing and the Series A Financing set out in the table above refers to the allotment and issuance of the series seed preferred shares and the series A preferred shares by ACH or Axbio US (where applicable) before the Reorganization. For details, see “— Establishment and Early Development of Our Group” and “— Reorganization” in this section.
- (2) The discount to the [REDACTED] is calculated based on (i) the assumptions that the [REDACTED] is HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] of HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED]), the [REDACTED] is not exercised and without taking into account any Shares which may be allotted and issued under the Equity Incentive Plan, and (ii) the exchange rate of U.S. dollar to Hong Kong dollar set out in “Information about This Document and the [REDACTED].”
- (3) The increase in the valuation of our Group was primarily due to the research and development progress and business prospects of our Group and the prevailing market sentiment in the venture capital markets at the time the investments were made. Specifically:
 - (i) the increase in the valuation of our Group from the Series Seed Financing to the Series A Financing was primarily due to the completion of our proprietary Bio-CMOS sequencing chip process integration;
 - (ii) the increase in the valuation of our Group from the Series A Financing to the Series A-1 Financing was primarily due to the release of engineering prototype of EL-NGS gene sequencer AxiLona AXP-100 and the release of engineering prototype of AxiLona EL-100;
 - (iii) the increase in the valuation of our Group from the Series A-1 Financing to the Series B Financing was primarily due to the launch of the product prototype of EL-NGS gene sequencer AxiLona AXP-100 and the establishment of our first GMP-compliant manufacturing facility in Wuxi, China; and
 - (iv) the increase in the valuation of our Group from the Series B Financing to the [REDACTED] was primarily due to the receipt of the CE marking for AxiLona EL-100, the completion of the clinical trial of AxiLona EL-100, and the receipt of the Class II medical device registration certificate for AxiLona EL-100 from the Jiangsu MPA.
- (4) Excludes the 1,341,336 Series A Preferred Shares repurchased by our Company from Shantou Huarun on February 1, 2024 at a consideration of US\$2,500,000.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (5) Excludes 484,016 nil-paid Series A-1 Preferred Shares allotted and issued to the Series A-1 Investors upon exercise of their anti-dilution rights in connection with the increase of the scheme limit of the Equity Incentive Plan in June 2022. Pursuant to the then effective articles of association of our Company, the Series A-1 Investors were entitled to anti-dilution rights if the number of Shares reserved for issuance under the Equity Incentive Plan increased by more than 1% of the then issued and outstanding Shares.
- (6) Due to foreign exchange restrictions, one of the Series B Investors initially paid the subscription price through an onshore loan to our Group. After obtaining the necessary foreign exchange approval, our Group repaid the full amount of the onshore loan to the Series B Investor. The Series B Investor then converted the equivalent amount from RMB to U.S. dollars and transferred it to our offshore account. Due to exchange rate fluctuations between the date of onshore loan and the date of offshore remittance, the total consideration of the Series B Financing in U.S. dollars received by our Group was slightly less than US\$70,000,000 as stipulated in the relevant agreement for the Series B Financing.

(b) Special Rights of the Pre-[REDACTED] Investors

Pursuant to the agreements entered into among our Company and our Pre-[REDACTED] Investors and our currently prevailing memorandum and articles of association, certain pre-[REDACTED] Investors were granted certain customary special rights, including, among others, information and inspection rights, right of first offer, prior sale right, right of first refusal, right of co-sale, drag-along rights and redemption rights (only available to the Series A-1 Investors and the Series B Investors). The redemption rights granted to certain Pre-[REDACTED] Investors ceased to be exercisable immediately before our Company's first submission of the first [REDACTED] to the Stock Exchange, and all other special rights granted to certain Pre-[REDACTED] Investors will be terminated upon the [REDACTED].

(c) Joint Sponsors' Confirmation

On the basis that (i) the respective consideration for the Pre-[REDACTED] Investments was settled more than 120 clear days before the [REDACTED], and (ii) the redemption rights granted to certain Pre-[REDACTED] Investors ceased to be exercisable immediately before our Company's first submission of the first [REDACTED] to the Stock Exchange, and all other special rights granted to certain Pre-[REDACTED] Investors will be terminated upon the [REDACTED], the Joint Sponsors confirm that the Pre-[REDACTED] Investments are in compliance with Chapter 4.2 of the Guide.

(d) Information about Our Pre-[REDACTED] Investors

Our Pre-[REDACTED] Investors include certain Sophisticated Investors, namely AZ-CICC and YF Capital. The background information of our institutional Pre-[REDACTED] Investors is set out below. To the best knowledge of our Directors, save for (i) Hongxin HK which is wholly owned by Mr. Lizi Bie (別力子), our non-executive Director, and (ii) Shenzhen Leaguer Hongxin, whose general partner is controlled by Mr. Bie, each of the Pre-[REDACTED] Investors and their general partners and limited partners (as applicable) and ultimate beneficial owners or controllers is an independent third party.

AZ-CICC

AZ-CICC is a limited partnership established in the PRC. Its general partners are AstraZeneca Investment Consulting (Wuxi) Co., Ltd. (阿斯利康商務諮詢(無錫)有限公司) (“AZ Investment Consulting”) and CICC Private Equity Management Co., Ltd. (中金私募股權投資管理有限公司) (“CICC Capital Management”), each holding 0.0018% of the partnership interest. As of the Latest Practicable Date, AZ-CICC had one limited partner, Wuxi AstraZeneca CICC Venture Capital Partnership (L.P.) (無錫阿斯利康中金創業投資合夥企業(有限合夥)) (“Wuxi AZ-CICC”), holding 99.9964% of the partnership interest. The general partner of Wuxi AZ-CICC is also AZ Investment Consulting.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CICC Capital Management is a wholly-owned subsidiary of China International Capital Corporation Limited (中國國際金融股份有限公司) (stock codes: 03908.HK; 601995.SH).

AZ Investment Consulting is a wholly-owned subsidiary of AstraZeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司) and these entities are indirectly wholly-owned subsidiaries of the parent company AstraZeneca PLC (“AstraZeneca”), a public limited company with the principal markets for trading on the London Stock Exchange, Nasdaq Stockholm and the New York Stock Exchange (ticker symbol: AZN). AstraZeneca is a global science-led biopharmaceutical company that focuses on the discovery, development and commercialization of prescription medicines in oncology, rare diseases, and biopharmaceuticals, including cardiovascular, renal & metabolism, and respiratory & immunology. Based in Cambridge, UK, AstraZeneca’s innovative medicines are sold in more than 125 countries and used by millions of patients worldwide.

AstraZeneca has indirectly invested in a number of healthcare and biotech companies including Abbisko Cayman Limited (和譽開曼有限責任公司) (stock code: 02256.HK) and Duality Biotherapeutics, Inc. (映恩生物) (stock code: 09606.HK).

YF Capital

YF Digital Health is a limited liability company incorporated in the BVI. It is wholly owned by Yunfeng Fund IV AIV II, L.P. (“YF Fund IV”). The general partner of YF Fund IV is Yunfeng Fund IV AIV GP, Ltd. (“YF Fund IV GP”), which holds no partnership interest. None of the limited partners of YF Fund IV holds more than 30% of the partnership interest. YF Fund IV GP is controlled by Mr. Feng Yu (虞鋒). YF Digital Health is an investment entity of YF Capital. YF Capital has assets under management of over US\$15 billion. YF Capital has invested in a number of healthcare and biotech companies, including Bii Biosciences Limited (騰盛博藥生物科技股份有限公司) (stock code: 02137.HK), Meinian Onehealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司) (stock code: 002044.SZ), and WuXi AppTec Co., Ltd. (無錫藥明康德新藥開發股份有限公司) (stock codes: 02359.HK; 603259.SH).

5Y

Each of 5Y Evolution II and 5Y Evolution II Co-Investment is a limited partnership established in the Cayman Islands and an investment entity of 5Y. They are both controlled by their general partner, 5Y Capital GP Limited. Mr. Qin Liu holds 100% equity interests in 5Y Capital GP Limited. None of the limited partners have held 30% or more partnership interest across 5Y Evolution II and 5Y Evolution II Co-Investment. 5Y is a venture capital firm which specializes in fostering the growth of outstanding companies in the information technology, life sciences, and consumer innovation sectors. 5Y has invested in other companies such as Xiaomi Corporation (小米集團) (stock code: 01810.HK), Kuaishou Technology (快手科技) (stock code: 01024.HK), XtalPi Holdings Limited (晶泰控股有限公司) (formerly known as QuantumPharm Inc.) (stock code: 02228.HK), Zhejiang Taimei Medical Technology Co., Ltd. (浙江太美醫療科技股份有限公司) (stock code: 02576.HK), etc.

Kryssen 30

Kryssen 30 is a limited liability company incorporated in the BVI. Kryssen 30 is held as to 60% by Senzi Wang and 40% by Yanfeng Zhang. Kryssen 30 has assets under management of US\$200 million. It focuses on investments in the biotechnology sector and has invested in other biotech companies such as Seven Bridges Genomics Inc. and Totient, Inc. (which was acquired by Absci Corporation (ticker symbol: ABSI.Nasdaq)).

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Kryssen 29

Kryssen 29 is a limited liability company incorporated in the BVI. As of the Latest Practicable Date, Kryssen 29 had five shareholders, with the largest shareholder, Yael Evergreen, holding 44.87% of the equity interest. None of the other shareholders of Kryssen 29 held more than 30% of the equity interest. Kryssen 29 is principally engaged in private equity investments in companies in high-tech, biological and medical sectors with assets under management of approximately US\$5 million.

I-Bridge

I-Bridge is a limited liability company incorporated in the BVI. It is wholly owned by I-BRIDGE HEALTHCARE FUND II PTE. LTD. (“**I-Bridge Fund**”). I-Bridge Fund is ultimately controlled by Mr. Fu Wei. I-Bridge Fund is a healthcare focused venture capital fund.

FIIF (Suzhou)

FIIF (Suzhou) is a limited partnership established in the PRC. Its general partners are CS Capital Co., Ltd. (國投招商投資管理有限公司) (“**CS Capital**”) and Suzhou Industrial Park Zhidao Private Equity Fund Management Co., Ltd. (蘇州工業園區致道私募基金管理有限公司) (“**Zhidao**”), each holding 0.2% of the partnership interest. Each of the two largest shareholders of CS Capital, namely China Merchants Capital Management Co., Ltd. (招商局資本管理有限責任公司) and China SDIC Gaoxin Industrial Investment Corporation Limited (中國國投高新產業投資有限公司), holds a 21.05% equity interest in CS Capital. Each of the two largest shareholders of Zhidao, namely Suzhou Chinese Consortium Holdings Co., Ltd. (蘇州中方財團控股股份有限公司) (“**Suzhou Chinese Consortium**”) and Mr. Qiang Xu (許強), holds a 40% equity interest in Zhidao. As of the Latest Practicable Date, FIIF (Suzhou) had two limited partners, with Suzhou Chinese Consortium and Future Industry Investment Fund II (先進製造產業投資基金二期(有限合夥)) (“**FIIF II**”) each holding 49.80% of the partnership interest. The largest shareholder of Suzhou Chinese Consortium is Suzhou Industrial Park State-owned Assets Holding Development Co., Ltd. (蘇州工業園區國有資本投資運營控股有限公司) (“**Suzhou Industrial Park**”) holding 28.31% of the equity interest. Suzhou Industrial Park is owned as to 90% by Suzhou Industrial Park Administrative Committee (蘇州工業園區管理委員會). The general partner of FIIF II is CS Capital. CS Capital and its affiliates manage nearly RMB100 billion of capital from diversified investors, including financial institutions, insurance companies, private enterprises and state-owned enterprises. CS Capital focuses on four investment sectors: life science, intelligent NEV, smart manufacturing as well as information & communication technology.

Hongxin HK

Hongxin HK is a limited liability company incorporated in Hong Kong. Hongxin HK is wholly owned by Mr. Lizi Bie (別力子), our non-executive Director. Hongxin HK is principally engaged in equity investments and management consulting with a focus on key industries such as life sciences and advanced manufacturing.

Tsinghua Leaguer

Tsinghua Leaguer is a limited liability company incorporated in the Cayman Islands. Tsinghua Leaguer is ultimately wholly owned by Shenzhen Leaguer Co., Ltd. (深圳市力合科創股份有限公司) (stock code: 002243.SZ). Tsinghua Leaguer is principally engaged in venture capital investments with a particular focus on early-stage investments in next-generation information technology, intelligent manufacturing, health & life sciences, and new energy & materials.

Shenzhen Leaguer Hongxin

Shenzhen Leaguer Hongxin is a limited partnership established in the PRC. The general partner of Shenzhen Leaguer Hongxin is Zhuhai Zijing Hongxin Investment Management

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Co., Ltd. (珠海紫荊泓鑫投資管理有限公司) (“**Zhuhai Zijing**”), holding approximately 0.33% of the partnership interest. Zhuhai Zijing is owned as to 70% by Mr. Lizi Bie (別力子), our non-executive Director. As of the Latest Practicable Date, Shenzhen Leaguer Hongxin had one limited partner, Shenzhen Hongxin Investment Partnership (Limited Liability) (深圳市泓鑫投資合夥企業(有限合夥)) (“**Shenzhen Hongxin**”), holding approximately 99.67% of the partnership interest. The general partner of Shenzhen Hongxin is Junting Li (李俊霆). Shenzhen Leaguer Hongxin is principally engaged in venture capital investments and equity investments.

Green Pine

Green Pine is a limited partnership established in the PRC. The general partner of Green Pine is Shenzhen Green Pine International Capital Management Partnership (Limited Partnership) (深圳市松禾國際資本管理合夥企業(有限合夥)) (“**Green Pine Capital**”), holding approximately 1.96% of the partnership interest. Green Pine Capital is ultimately controlled by Fei Luo (羅飛). As of the Latest Practicable Date, Green Pine had 26 limited partners, none of which held more than 30% of the partnership interest. Green Pine Capital specializes in early-stage and growth-stage investments with a focus on three key hard-tech sectors: digital technology, precision medicine, and innovative materials. Green Pine Capital now has assets under management of over RMB18 billion. Green Pine Capital has invested in a number of biotech companies, including BGI Genomics Co., Ltd. (深圳華大基因股份有限公司) (stock code: 300676.SZ), KINTOR PHARMACEUTICAL LIMITED (stock code: 09939.HK), and MGI Tech Co., Ltd. (深圳華大智造科技股份有限公司) (stock code: 688114.SH).

Kaitai Hongze

Kaitai Hongze is a limited partnership established in the PRC. The general partner of Kaitai Hongze is Hangzhou Kaitai Changhui Investment Management Co., Ltd. (杭州凱泰長匯投資管理有限公司) (“**Kaitai Changhui**”) holding approximately 1.84% of the partnership interest. Kaitai Changhui is ultimately controlled by Yonghong Xu (徐永紅). As of the Latest Practicable Date, Kaitai Hongze had 17 limited partners, none of which held more than 30% of the partnership interest. Kaitai Hongze is a venture capital management institution mainly focusing on innovative investments including life sciences, artificial intelligence and digital industries.

MSA Venture

MSA Fund III is a limited partnership established in the Cayman Islands. The general partner of MSA Fund III is MSA China Venture Fund III GP LLC (“**MSA Venture**”). As of the Latest Practicable Date, save for MSA Master Advantage Fund L.P. (“**MSA Master Advantage Fund**”), no other limited partner of MSA Fund III held more than 30% of the partnership interest. Both the general partner of MSA Master Advantage Fund and MSA Venture is ultimately controlled by Yu Zeng (曾玉). MSA Venture focuses on private venture and growth assets and invests in highly innovative and disruptive companies in biotechnology and enterprise-facing core technology. MSA Venture has invested over US\$500 million in the biotechnology sector for over 10 years, with a portfolio of about 30 companies, including Yidu Tech Inc. (醫渡科技有限公司) (stock code: 02158.HK) and ClouDr Group Limited (stock code: 09955.HK).

Shantou Huarun

Shantou Huarun is a limited partnership established in the PRC. The general partner and manager of Shantou Huarun is Hanwei Runchuang Equity Investment (Shantou) Co., Ltd. (漢威潤創股權投資(汕頭)有限公司) (“**Hanwei Runchuang**”) holding approximately 0.25% of the partnership interest. Hanwei Runchuang is ultimately controlled by the SASAC. As of the Latest Practicable Date, Shantou Huarun had six limited partners, with the largest limited partner, Hanwei Huade (Tianjin) Investment Consulting Co., Ltd. (漢威華德(天津)投資諮詢有限公司) (“**Hanwei Huade**”), holding approximately 53.49% of the partnership interest. Hanwei Huade is ultimately controlled by China Resources Company Limited (中國

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

華潤有限公司), which is in turn wholly owned by the SASAC. No other limited partner of Shantou Huarun held more than 30% of the partnership interest. Shantou Huarun is principally engaged in equity investments with a focus on high-quality early-stage innovative companies.

Foothill Ventures

Tsingyuan Ventures is a limited partnership established in Delaware, the United States. The general partner of Tsingyuan Ventures is Tsingyuan Ventures I GP, LLC (“**Tsingyuan Ventures GP**”) holding approximately 1.64% of the partnership interest. None of the limited partners of Tsingyuan Ventures holds more than 30% of the partnership interest. Tsingyuan Ventures GP is ultimately controlled by Jinlin Wang, Xuhui Shao and Eric Rosenblum.

Tsingyuan Opportunity is a limited liability company established in Delaware, the United States. The managing member of Tsingyuan Opportunity is Uplands View LLC (“**Uplands**”) holding approximately 0.000125% of the membership interest. Upland is ultimately controlled by Jinlin Wang.

Both Tsingyuan Ventures and Tsingyuan Opportunity are investment entities of Foothill Ventures. Foothill Ventures is a technology-focused venture capital firm investing in early-stage technology-differentiated companies in software, life sciences, and deep tech sectors.

Hua Capital

Hua Capital is a limited partnership established in the Cayman Islands. The general partner of Hua Capital is Hua Capital Oriza Management Limited Partnership (“**Hua Capital Oriza**”) holding approximately 0.77% of the partnership interest. Hua Capital Oriza is controlled by Mr. Haibin Wu (吳海濱) and Ms. Yue Liu (劉越). As of the Latest Practicable Date, Hua Capital had 12 limited partners, none of which held more than 30% of the partnership interest. Hua Capital is principally engaged in venture capital investments with a primary focus in the area of circuit industry chain and related subdivision as well as artificial intelligence, intelligent manufacturing and other advanced technology industries.

MING Bioventures

MING Bioventures is a limited partnership established in the PRC. The general partner of MING Bioventures is Suzhou MING Bioventures LP (蘇州聚明投資管理合夥企業(有限合夥)) (“**MING LP**”) holding approximately 1.00% of the partnership interest. MING LP is ultimately controlled by Hua Guo (郭華). As of the Latest Practicable Date, MING Bioventures had 27 limited partners, none of which held more than 30% of the partnership interest. MING Bioventures is principally engaged in venture capital investments with over RMB500 million assets under management. The portfolio companies of MING Bioventures include Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司) (stock code: 02170.HK) and Suzhou Symap Medical Devices Co., Ltd. (蘇州信邁醫療器械有限公司).

CIH Capital

CIH Capital is a limited liability company incorporated in the BVI, which is wholly owned by Liao Lingxiang (廖凌祥). CIH Capital is principally engaged in investments.

Yael Capital

Yael Evergreen is a segregated portfolio created by and held under Yael Evergreen Fund SPC. Yael Evergreen Fund SPC is an exempted segregated portfolio company incorporated in the Cayman Islands. The management shares of Yael Evergreen Fund SPC is owned as to 100% by Yael Evergreen Capital Management Limited. None of the limited partners of Yael Evergreen holds more than 30% of the partnership interest. Yael Evergreen Capital Management Limited is ultimately controlled by Mr. Chong Liu. Yael Capital primarily engages in private equity investments in companies of high-tech, biological and medical sectors.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Hannut Capital

Hannut Capital is a limited partnership established in the Cayman Islands. The general partner of Hannut Capital is Hannut Advisor, which is ultimately controlled by Mr. Bo Tan. As of the Latest Practicable Date, Hannut Capital had four limited partners, with Triple Talent Enterprises Limited (“**Triple Talent**”) and Cathay Capital International Limited (“**Cathay Capital**”) each holding 32.61% of the partnership interest. Triple Talent is controlled by Mr. Bo Tan. Cathay Capital is controlled by Mr. Jason Wei Chen. None of the other limited partners held more than 30% of the partnership interest. Hannut Capital is principally engaged in equity investments.

Radiance Capital

Radiance Capital is a limited liability company incorporated in the BVI. It is owned by Jindi Chen (陳錦棣). Radiance Capital is principally engaged in investments. Radiance Capital previously invested in Mindray International Corporation.

Bright Stone

Bright Stone is a limited liability company incorporated in Hong Kong. Bright Stone is wholly owned by Win Bright Worldwide Limited. Win Bright Worldwide Limited is ultimately owned by Xu Hang. Bright Stone is principally engaged in equity investments in the artificial intelligence, semiconductor and biotechnology sectors with US\$150 million assets under management.

PUBLIC FLOAT AND FREE FLOAT

Our expected market capitalization upon the [REDACTED] (assuming that the [REDACTED] is not exercised and without taking into account any Shares which may be allotted and issued under the Equity Incentive Plan) will not exceed HK\$6 billion regardless of whether the [REDACTED] is at the low end, mid-point or high end of the indicative range. Pursuant to Rule 8.08(1) of the Listing Rules, the minimum prescribed public float percentage applicable to our Shares is [REDACTED]% in all cases.

The 100,251,796 Shares held by Dr. Tian, Dr. Ivanov, Axbio Talent, Hongxin HK and Shenzhen Leaguer Hongxin, representing approximately [REDACTED]% of our total issued Shares upon the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and without taking into account any Shares which may be allotted and issued under the Equity Incentive Plan), will not be counted towards public float as Dr. Tian, Dr. Ivanov, Axbio Talent, Hongxin HK and Shenzhen Leaguer Hongxin are core connected persons of our Company.

To the best knowledge of our Directors, save as disclosed above, none of the other Shareholders (including the Pre-[REDACTED] Investors) (i) is a core connected person of our Company, (ii) has been financed directly or indirectly by a core connected person of our Company for the acquisition of Shares, or (iii) is accustomed to take instructions from a core connected person of our Company in relation to the acquisition, disposal, voting or other disposition of Shares registered in its name or otherwise held by it. Consequently, 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(1) of the Listing Rules. In addition, our Company will satisfy the free float requirement under Rule 8.08A of the Listing Rules.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

COMPLIANCE WITH PRC LAWS AND REGULATIONS

Our PRC Legal Advisor confirmed that the establishment of our subsidiaries in the PRC and their subsequent shareholding changes have complied with the applicable PRC laws and regulations in all material respects.

SAFE Registration

Pursuant to the Circular of SAFE on Foreign Exchange Administration of Overseas Investment, Financing and Round-trip Investments Conducted by Domestic Residents through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) (the “**SAFE Circular 37**”) promulgated by the SAFE and became effective on July 4, 2014, (i) a PRC resident must register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting investment or financing, and (ii) following the initial registration, the PRC resident is also required to register with the local SAFE branch for any major change in respect of the Overseas SPV, including, among others, a change of the Overseas SPV’s PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, any increase or reduction of the Overseas SPV’s capital, share transfer or swap, and merger or division.

Pursuant to the Circular of SAFE on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by the SAFE and became effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE branch to local banks where the assets or interests in the domestic entity are located.

Our PRC Legal Advisor is of the view that the SAFE Circular 37 does not apply to either Dr. Tian or Dr. Ivanov.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CAPITALIZATION

The table below summarizes the capitalization of our Company as of the Latest Practicable Date.

Shareholder	Shares held	Series Seed Preferred Shares held	Series A Preferred Shares held	Series A-1 Preferred Shares held	Series B Preferred Shares held	Aggregate shares held	Approximate percentage of issued share capital of our Company (%)
Dr. Tian	55,233,000					55,233,000	30.44
Dr. Ivanov	27,616,000					27,616,000	15.22
Axbio Talent	10,288,610					10,288,610	5.67
Kryssen 30	5,607,000					5,607,000	3.09
Albert Chuch	13,750					13,750	0.01
Kryssen 29		4,566,395 ⁽¹⁾				4,566,395 ⁽¹⁾	2.52
Radiance Capital		570,776 ⁽²⁾				570,776 ⁽²⁾	0.31
CIH Capital		1,141,553 ⁽³⁾				1,141,553 ⁽³⁾	0.63
Hongxin HK		4,566,210 ⁽⁴⁾				4,566,210 ⁽⁴⁾	2.52
Tsinghua Leaguer		4,566,210 ⁽⁵⁾				4,566,210 ⁽⁵⁾	2.52
Keung Ma		2,283,106 ⁽⁶⁾				2,283,106 ⁽⁶⁾	1.26
Green Pine		4,566,210 ⁽⁶⁾				4,566,210 ⁽⁶⁾	2.52
Shantou Huarun			3,004,390			3,004,390	1.66
Shenzhen Leaguer							
Hongxin			2,547,976			2,547,976	1.40
Tsingyuan Opportunity			1,810,719			1,810,719	1.00
Tsingyuan Ventures			568,053			568,053	0.31
MING Bioventures			1,207,146			1,207,146	0.67
Lau Kong Lo			603,573			603,573	0.33
Bright Stone			567,137			567,137	0.31
5Y Evolution				2,854,773	4,879,730	7,734,503	4.26
5Y Evolution							
Co-Investment				284,097	485,614	769,711	0.42
Kaitai Hongze				3,138,870		3,138,870	1.73
MSA Fund III				3,138,870		3,138,870	1.73
Hua Capital				1,883,321		1,883,321	1.04
Yael Evergreen				627,774		627,774	0.35
Hannut Capital				627,774		627,774	0.35
AZ-CICC					10,730,688	10,730,688	5.91
YF Digital Health					10,730,688	10,730,688	5.91
I-Bridge					5,365,344	5,365,344	2.96
FIIF (Suzhou)					5,365,344	5,365,344	2.96
Total	98,758,360	22,260,460	10,308,994	12,555,479	37,557,408	181,440,701	100.00

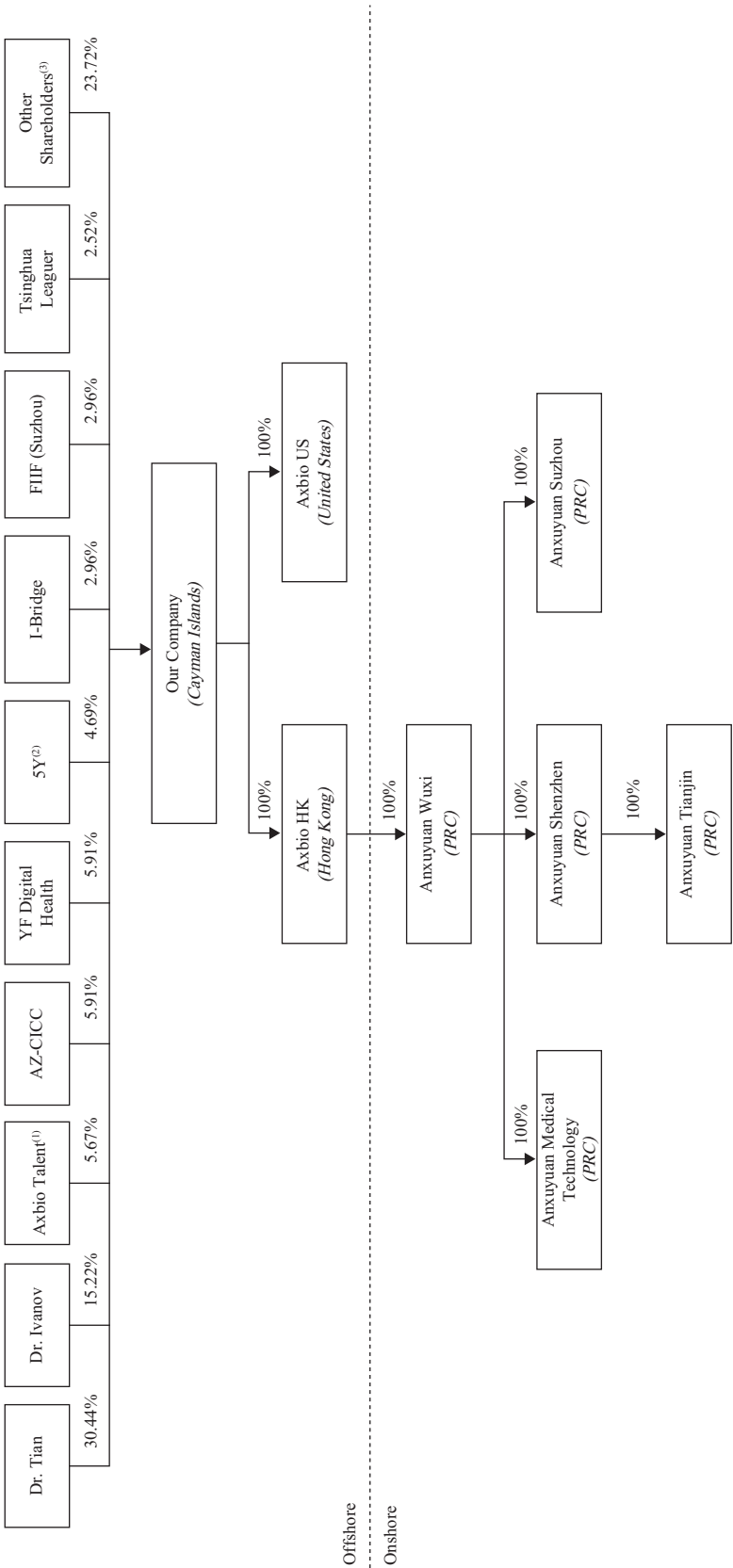
Notes:

- (1) Refer to series seed-1 preferred shares.
- (2) Refer to series seed-2 preferred shares.
- (3) Refer to series seed-3 preferred shares.
- (4) Refer to series seed-4 preferred shares.
- (5) Refer to series seed-5 preferred shares.
- (6) Refer to series seed-6 preferred shares.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CORPORATE AND SHAREHOLDING STRUCTURE IMMEDIATELY BEFORE THE COMPLETION OF THE [REDACTED]

The chart below sets out our Group’s corporate and shareholding structure immediately before the completion of the [REDACTED].



Notes:

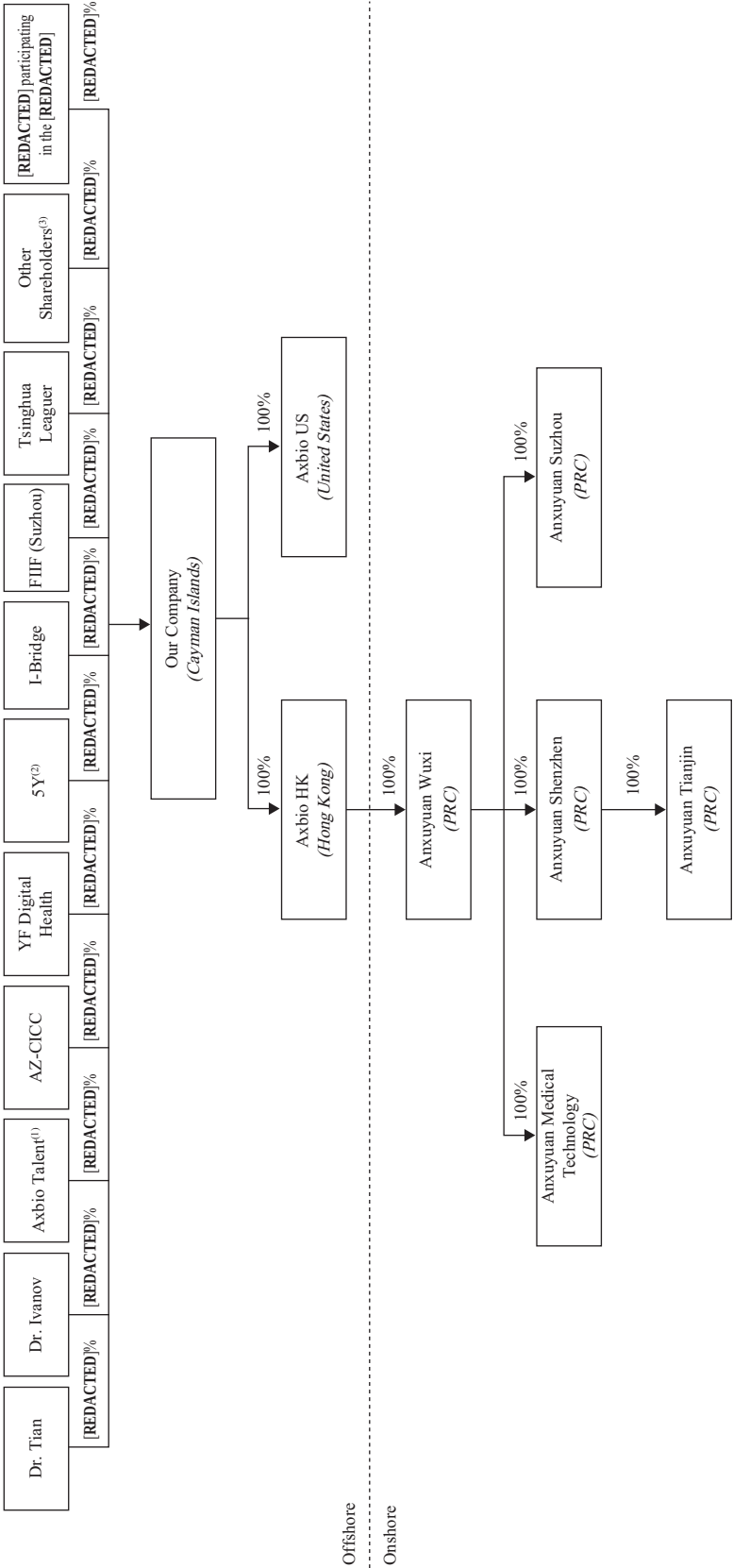
- (1) Axbio Talent is wholly owned by Futu Trustee Limited (“Futu”), the trustee of the Axbio Employee Incentive Trust set up to facilitate the administration of the share awards granted to our employees and consultants under the Equity Incentive Plan. Pursuant to the trust deed constituting the Axbio Employee Incentive Trust entered into between our Company and Futu, Futu shall abstain and shall procure Axbio Talent to abstain from exercising the voting rights attached to the Shares held by Axbio Talent. For details, see “Appendix IV — Statutory and General Information — D. Equity Incentive Plan.”
- (2) 5Y includes 5Y Evolution II and 5Y Evolution II Co-Investment. For background information and shareholding details of 5Y, see “— Pre-[REDACTED] Investments — (d) Information about Our Pre-[REDACTED] Investors” and “— Capitalization of Our Company” in this section.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

(3) For background information and shareholding details of the other Shareholders, see “— Pre-[REDACTED] Investments — (d) Information about Our Pre-[REDACTED] Investors” and “— Capitalization of Our Company” in this section.

CORPORATE AND SHAREHOLDING STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The chart below sets out our Group’s corporate and shareholding structure immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and without taking into account any Shares which may be allotted and issued under the Equity Incentive Plan).



Notes (1) to (3): See notes (1) to (3) to the chart in “Corporate and Shareholding Structure Immediately before the Completion of the [REDACTED]” in this section.