HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our history can be tracked back to 2002 when Dr. Xie, our founder, chairman of the Board and general manager, founded SinoCelltech Ltd. (神州細胞工程有限公司), our major subsidiary, in Beijing, the PRC with a focus on biopharmaceutical related business. In April 2007, our Company was established in Beijing, the PRC, by Dr. Xie under the name Sino Biological Co., Ltd. (北京義翹神州生物技術有限公司), the name of which was later changed to Beijing SinoCelltech Biological Co., Ltd. (北京神州細胞生物技術有限公司) in September 2018. For details of the biography of Dr. Xie, see the section headed "Directors and Senior Management" in this document.

In March 2019, our Company was converted into a joint stock limited company from a limited liability company and our name was changed to Sinocelltech Group Limited (北京神州細胞生物技術集團股份公司). In June 2020, our A Shares were listed on the STAR Market (stock code: 688520) (the "**A-Shares Listing**"). See" — Major Shareholding Changes in Our Company — Conversion into Joint Stock Limited Company and A-Shares Listing" for more details. As of the Latest Practicable Date, our total issued share capital was RMB470,335,714, comprising 470,335,714 A Shares, of which approximately 70.86% were directly and indirectly held by our Controlling Shareholders.

Over the decades, leveraging our integrated technology platform, we have built a product pipeline covering oncology, autoimmunity, ophthalmology, hemophilia and vaccine. As of the Latest Practicable Date, we had five commercialized products, three COVID-19 vaccine products authorized for emergency use and 13 products in active clinical studies.

OUR KEY MILESTONES

The following is a summary of our Group's key business development milestones:

Year	Milestone
2002	SinoCelltech Ltd., our major subsidiary, was established in the PRC with a focus on biopharmaceutical related business.
2007	Our Company was established in Beijing, the PRC.
2011	We obtained IND approval from NMPA for our first product candidate, SCT400.
2017	We commenced trial operation of our 2 × 2000 L commercial manufacturing lines.
2018	We obtained Drug Production Licenses (藥品生產許可證) for seven of our products.
2019	We established our clinical data management center in Wuhan, Hubei Province, the PRC.
2020	Our A Shares were listed on the STAR Market (stock code: 688520).
2021	We launched our first commercialized product, Anjiayin (a recombinant human coagulation factor VIII) (SCT800), making our transition from a biotechnology-focused company to a biopharmaceutical company with commercial operations.

Year	Milestone
2022	Our product SCTV01C, a bivalent variant recombinant S-trimer vaccine (Annuoneng 2), was authorized for emergency use in China.
	Our Company's Drug Production License has been expanded to include vaccine production authorization.
	Our product Anpingxi (ripertamab, SCT400) received Biologics License Application ("**BLA**") approval from NMPA.
2023	Our product SCTV01E, a quadrivalent Alpha/Beta/Delta/Omicron recombinant S-trimer vaccine was authorized for emergency use in China and the UAE and SCTV01E-2, an updated iteration, was also authorized for emergency use in China.
	Our product Anjiarun (SCT630) received BLA approval from NMPA.
	Our product Anbeizhu (SCT510) received BLA approval from NMPA.
2025	Our product Anyouping (finotonlimab, SCT-I10A), received BLA approval from NMPA.

OUR MAJOR SUBSIDIARY

As of the Latest Practicable Date, the following entity was our major subsidiary which had made a material contribution to our results of operation during the Track Record Period:

Name of subsidiary	Place of incorporation	Date of incorporation	Equity interest attributable to our Group	Principal business activities
SinoCelltech Ltd.	PRC	June 27, 2002	96.73%	Research and development of biopharmaceutical products

MAJOR SHAREHOLDING CHANGES IN OUR COMPANY

Early Development of our Company

In April 2007, our Company was established under the name of Sino Biological Co., Ltd. (北京義翹神州生物技術有限公司) as a limited liability company under the laws of the PRC to commence business operations of both biopharmaceutical related business and research reagent related business. The initial registered capital was USD1,300,000 and was wholly owned by Sino Biotechnology Co., Ltd. (新諾生物技術有限公司), which was in turn wholly owned by Dr. Xie. In May 2016, Sino Biotechnology Co., Ltd. transferred its 5%, 89% and 6% equity interests in our Company to Dr. Xie, Lhasa Ailike (a limited liability company wholly owned by Dr. Xie) and Lhasa Lianghaoyuan (a limited liability company owned by Ms. Li Hanyuan (the spouse of Dr. Xie) and Dr. Xie as to 90% and 10%, respectively) at a consideration of USD325,000, USD5,785,000 and USD390,000, respectively.

In December 2016, in order to streamline the business of our Group to focus on biopharmaceutical related business, our Company went through a corporate separation, pursuant to which our Company was separated into two limited liability companies, with the establishment of Sino Biological Inc. (北京義翹神州科技有限公司) while our Company remained in existence. Upon completion of the above corporate separation, the operations, assets and personnel relating to the biopharmaceutical related business has been retained by our Group, while the CRO and research reagent related business has been separated to Sino Biological Inc. In September 2018, our name was change to Beijing SinoCelltech Biological Co., Ltd. (北京神州細胞生物技術有限公司).

Upon the completion of several rounds of equity transfers and capital injection, on March 14, 2019, the registered capital of our Company reached RMB43,202,921, of which Dr. Xie, Lhasa Ailike and Lhasa Lianghaoyuan held an aggregate of approximately 83.43% equity interests.

Conversion into Joint Stock Limited Company and A-Shares Listing

In March 2019, our Company was converted into a joint stock limited company under the name of SinoCelltech Group Limited (北京神州細胞生物技術集團股份公司) with the registered share capital of RMB365,000,000. The shareholding structure of our Company remained the same after the conversion. In March 2019, the registered share capital of our Company was further increased to RMB385,335,714 through subscription by four investors who are Independent Third Parties.

In June 2020, we completed the listing of our A Shares on the STAR Market (stock code: 688520). During the A-Shares Listing, we issued an aggregate of 50,000,000 A Shares, accounting for 11.49% of our Company's then share capital immediately following completion of the A-Shares Listing. Upon completion of the A-Shares Listing, our issued share capital was increased to 435,335,714 A Shares and was owned by Lhasa Ailike, Lhasa Lianghaoyuan and Dr. Xie as to 61.52%, 4.60% and 3.83%, respectively.

Directed Private Placement of A Shares in November 2022

In November 2021, our Company obtained approval from the CSRC for a directed private placement of 10,000,000 A Shares, which was listed on the STAR Market in November 2022 (the "**November 2022 Placed A Shares**"). The November 2022 Placed A Shares were priced at RMB48.33 each, which was determined with reference to the average trading price of A Shares of the Company over the 20 trading days immediately prior to the pricing date. The November 2022 Placed A Shares were placed to 13 investors, among which Lhasa Ailike was placed 2,069,108 A Shares, representing approximately 20.69% of the total November 2022 Placed A Shares, at the consideration of RMB99,999,989.64. All of the other investors were Independent Third Parties. Following the completion of placement of the November 2022 Placed A Shares, our issued share capital increased to 445,335,714 A Shares, and our Company was held by Lhasa Ailike, Lhasa Lianghaoyuan and Dr. Xie as to 60.79%, 4.49% and 3.83%, respectively.

Issuance of Perpetual Bonds

In August 2024, to further optimize the debt structure and satisfy funding needs of our Company for business operation, we conducted an issuance of perpetual bonds (the "**Perpetual Bonds**") in the principle amounts of RMB800 million to Lhasa Ailike. The principal terms of the Perpetual Bonds are as follows:

- **Tenure:** The initial term of the Perpetual Bonds is three years, commencing from the date on which Lhasa Ailike made the payment for principal amount of the Perpetual Bonds to the Company. Upon expiry of the initial term, the term of the Perpetual Bonds may be extended for an additional three years, and may be extended successively in the same manner thereafter. Each period of three years shall constitute one subsisting period (each a "**Subsisting Period**"), and the Company shall be entitled to choose either, by giving notice at least 20 business days prior to the expiry of each Subsisting Period, extending the term of the Perpetual Bonds for one additional Subsisting Period, or, at any time prior to the expiry of any Subsisting Period, to repay in full the principal amount of the Perpetual Bonds together with all accrued interests to the bondholder.

- **Interest rate:** The interest rate of the Perpetual Bonds is determined at (a) in respect of the portion of the amounts derived from Lhasa Ailike's own fund, a fixed rate of 3% per annum, (b) in respect of the portion of the amounts raised by Lhasa Ailike from third parties, a rate not exceeding Lhasa Ailike's financing cost in respect of such raised amounts, and (c) in any event, the interest rate payable shall not exceed 4.5% per annum.

- **Payment of interest:** The Company may, at its sole discretion, choose to defer the payment of interests to the next interest payment date, provided that if the Company enters into liquidation within 12 months prior to any interest payment date, the Company shall not be entitled to defer the interests payable.

- **Maturity and liquidation sequence:** Upon full settlement by the Company of the principal amounts of the Perpetual Bonds and all other amounts payable thereunder in accordance with the agreement, the Perpetual Bonds shall be deemed to be matured. In the event of liquidation of the Company, the bondholder shall have priority over the ordinary shareholders but are subordinate to holders of other ordinary bonds and other indebtedness.

- **Rights of the Bondholder:** Lhasa Ailike is entitled to supervise the Company's production and operations, financial activities and the use of proceeds of the Perpetual Bonds.

Pursuant to applicable PRC laws and regulations, the Perpetual Bonds are recognized as an equity interest instead of financial liabilities by the Reporting Accountants as set out in Appendix I of this document.

Directed Private Placement of A Shares in April 2026

In December 2025, our Company obtained approval from the CSRC for a directed private placement of 25,000,000 A Shares, which was listed on the STAR Market in April 2026 (the "**April 2026 Placed A Shares**"). The April 2026 Placed A Shares were priced at RMB36.00 each, which was determined with reference to the average trading price of A Shares of the Company over the 20 trading days immediately prior to the pricing date. The April 2026 Placed A Shares were placed to Lhasa Ailike at the consideration of RMB900 million. Following the completion of placement of the April 2026 Placed A Shares, our issued share capital increased to 470,335,714 A Shares, and our Company was held by Lhasa Ailike, Lhasa Lianghaoyuan and Dr. Xie as to 62.98%, 4.25% and 3.63%, respectively.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

OUR LISTING ON THE STAR MARKET AND REASONS FOR THE [REDACTED] ON THE STOCK EXCHANGE

Our Directors confirmed that, as of the Latest Practicable Date, we had no instance of non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the STAR Market. As advised by our PRC Legal Advisers, during the Track Record Period and up to the Latest Practicable Date, we have not been subject to any substantial administrative penalties or regulatory measures imposed by PRC securities regulatory authorities and we have complied with the relevant laws and regulations on A share listings applicable to us in all material respects. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause it to disagree with our Directors' confirmation with regard to the compliance records of the Company on the STAR Market in any material respect.

Our Company seeks to be **[REDACTED]** on the Hong Kong Stock Exchange in order to advance global expansion strategy, accelerate the growth of international business, enhance overseas financing capabilities and further reinforce comprehensive competitiveness. See "Business — Our Strategies" and "Future Plans and Use of **[REDACTED]**" for more details.

PUBLIC FLOAT AND FREE FLOAT

Public Float Requirements

Rule 19A.13A(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of Listing, this will normally mean that the portion of H shares for which Listing is sought that are held by the public, at the time of Listing, must (a) represent at least 10% of the issuer's total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK$3,000,000,000.

Our A Shares are listed on the STAR Market. So far as our Directors are aware, all **[REDACTED]** H Shares to be **[REDACTED]** pursuant to the **[REDACTED]**, representing approximately **[REDACTED]**% of the total issued share capital of our Company upon **[REDACTED]** (assuming the **[REDACTED]** is not exercised), are expected to be held by the public, which is higher than the prescribed percentage of H Shares required to be held in public hands of **[REDACTED]**% under Rule 19A.13A(2)(a) of the Listing Rules, thereby satisfying Rule 19A.13A(2) of the Listing Rules at the time of the **[REDACTED]**.

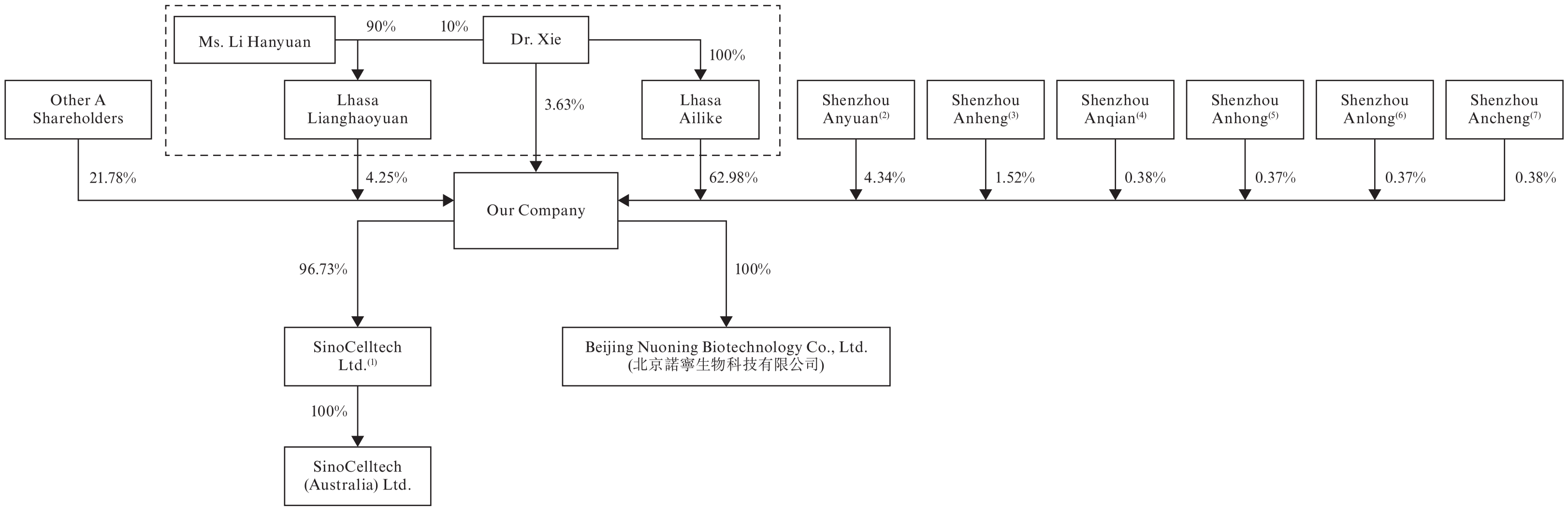
Free Float Requirements

Rule 19A.13C(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of Listing, this will normally mean that the portion of H shares for which Listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of Listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of Listing (excluding treasury shares), with an expected market value at the time of Listing of not less than HK$50,000,000; or (b) have an expected market value at the time of Listing of not less than HK$600,000,000. The Company is expected to satisfy the free float requirement under Rule 19A.13C of the Listing Rules.

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Shareholding and Corporate structure immediately before the [REDACTED]

The following chart depicts a simplified shareholding and beneficial ownership structure of our Group immediately prior to the completion of the **[REDACTED]** (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and **[REDACTED]**):



Notes:

(1) The remaining 3.27% equity interest of SinoCelltech Ltd. was held by Lhasa Ailike as to 3.08% and by Beijing Union Medical & Pharmaceutical General (北京協和醫藥科技開發總公司), a state-owned institution wholly owned by the Chinese Academy of Medical Sciences (中國醫學科學院), as to 0.19%.

(2) Shenzhou Anyuan, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 14, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 6.07% by Ms. Luo Chunxia (羅春霞) ("**Ms. Luo**"), a director of SinoCelltech Ltd. and an executive director of Beijing Nuoning Biotechnology Co., Ltd., as its general partner; (ii) 37.79% by Giant Rock Holdings Limited (a company wholly owned by Dr. Wang Yang, our executive Director) as one of its limited partners; (iii) 7.18% by Mr. Tang Liming, our executive Director, as one of its limited partners; (iv) 7.22% by Dr. Xie as one of its limited partners; and (v) 41.73% by other 8 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Anyuan, (i) Giant Rock Holdings Limited and Ms. Gai Wenlin (蓋文琳) held approximately 37.79% and 18.37% partnership interests in Shenzhou Anyuan, respectively. Save as above, none of the partners of Shenzhou Anyuan held more than 10% of its partnership interests; and (ii) other than Ms. Luo, Giant Rock Holdings Limited, Mr. Tang Liming, Dr. Xie, Ms. Sun Chunyun (孫春昀) (a director of SinoCelltech Ltd.), Mr. Pan Fanbin (潘範彬) (a supervisor of SinoCelltech Ltd.), Ms. Hu Yueqiu (胡越秋) (a supervisor of SinoCelltech Ltd.) and Ms. Zhang Yanjing (張延靜) (a director of SinoCelltech Ltd.), none of the limited partners of Shenzhen Anyuan is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 75.90% partnership interests of Shenzhou Anyuan.

(3) Shenzhou Anheng, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 15, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 0.10% by Ms. Luo as its general partner; (ii) 60.29% by Mandis Co., Ltd. (曼迪司有限公司) (a company wholly owned by Dr. Wang Yang, our executive Director) as one of its limited partners; (iii) 3.72% by Dr. Xie as one of its limited partners; and (iv) 35.88% by other 17 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Anheng, (i) Mandis Co., Ltd. held approximately 60.29% partnership interests in Shenzhou Anheng. Save as above, none of the partners of Shenzhou Anheng held more than 10% of its partnership interests; and (ii) other than Ms. Luo, Mandis Co., Ltd., Dr. Xie, Ms. Zhao Shuhuan (趙淑環) (a supervisor of SinoCelltech Ltd.) and Mr. Wang Wenzhi (王文志) (a supervisor of Beijing Nuoning Biotechnology Co., Ltd.), none of the limited partners of Shenzhen Anheng is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 69.14% partnership interests of Shenzhou Anheng.

(4) Shenzhou Anqian, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 15, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 0.10% by Ms. Luo as its general partner; (ii) 39.69% by Dr. Xie as one of its limited partners; and (iii) 60.21% by other 34 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Anqian, (i) Dr. Xie and Mr. Long Yingguo (龍應國) held approximately 39.69% and 11.82% partnership interests in Shenzhou Anqian, respectively. Save as above, none of the partners of Shenzhou Anqian held more than 10% of its partnership interests; and (ii) other than Ms. Luo and Dr. Xie, none of the limited partners of Shenzhen Anqian is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 39.79% partnership interests of Shenzhou Anqian.

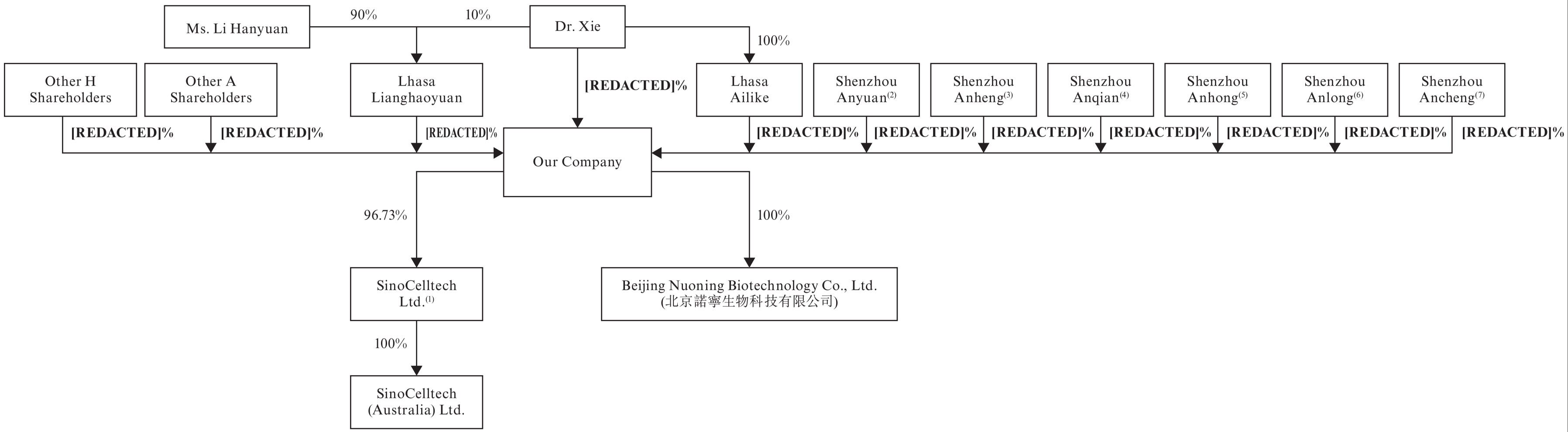
(5) Shenzhou Anhong, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 14, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 0.11% by Ms. Luo as its general partner; (ii) 25.19% by Dr. Xie as one of its limited partners; and (iii) 74.70% by other 37 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Anhong, (i) Dr. Xie held approximately 25.19% partnership interests in Shenzhou Anhong. Save as above, none of the partners of Shenzhou Anhong held more than 10% of its partnership interests; and (ii) other than Ms. Luo and Dr. Xie, none of the limited partners of Shenzhen Anhong is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 25.30% partnership interests of Shenzhou Anhong.

(6) Shenzhou Anlong, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 13, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 0.10% by Ms. Luo as its general partner; (ii) 44.14% by Mr. Tang Liming as one of its limited partners; (iii) 34.16% by Dr. Xie as one of its limited partners; and (iv) 21.60% by other 30 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Anlong, (i) Mr. Tang Liming and Dr. Xie held approximately 44.14% and 34.16% partnership interests in Shenzhou Anlong, respectively. Save as above, none of the partners of Shenzhou Anlong held more than 10% of its partnership interests; and (ii) other than Ms. Luo, Mr. Tang Liming and Dr. Xie, none of the limited partners of Shenzhen Anlong is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 78.40% partnership interests of Shenzhou Anlong.

(7) Shenzhou Ancheng, an employee shareholding platform, was established as a limited partnership under the laws of the PRC on August 15, 2018. As of the Latest Practicable Date, it was owned as to approximately (i) 0.10% by Ms. Luo as its general partner; (ii) 23.91% by Dr. Xie as one of its limited partners; and (iii) 75.99% by other 38 individuals who are all current or former employees of our Company as its limited partners. As of the Latest Practicable Date, among the partners of Shenzhou Ancheng, (i) Dr. Xie held approximately 23.91% partnership interests in Shenzhou Ancheng. Save as above, none of the partners of Shenzhou Ancheng held more than 10% of its partnership interests; and (ii) other than Ms. Luo and Dr. Xie, none of the limited partners of Shenzhen Ancheng is a core connected person of our Company. As of the Latest Practicable Date, the core connected persons of the Company collectively held approximately 24.01% partnership interests of Shenzhou Ancheng.

Shareholding and Corporate structure immediately following the [REDACTED]

The following chart depicts the shareholding and beneficial ownership structure of our Group immediately following the completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised and that no changes are made to the issued share capital of our Company between the Latest Practicable Date and **[REDACTED]**):



Notes (1) to (7): Please refer to the details contained in the preceding page.