OVERVIEW

We are a leading innovation-driven researcher, developer and manufacturer of a diverse offering of biopharmaceuticals, functional ingredients and nutritional products. Since March 2019, our A Shares have been listed on the SZSE ChiNext Market with the stock code of 300765.

OUR KEY MILESTONES

The following table sets out a summary of the key milestones in our corporate and business development:

Year	Event
2006	We were founded as a limited liability company in China.
2016	We acquired 100% equity interests in Hebei GWK and Zhongnuo Taizhou and expanded into nutritional product segment.
2019	Our A Shares have been listed on the SZSE ChiNext Market with the stock code of 300765.
2020	We were named as the "Most Growing Listed Company in the Greater Health Industry" (大健康產業最具成長上市公司) by the National Business Daily.
2022	We completed the acquisition of CSPC Shengxue.
2023	We agreed to grant an exclusive license to Corbus Pharmaceuticals, Inc., a U.S.-based clinical-stage biopharmaceutical company, to develop and commercialize SYS6002 in specified regions.
	SARS-CoV-2 mRNA vaccine (brand name: Duentai (度恩泰®)) containing BA.5 key mutations developed by Megalith Biopharmaceutical was included for emergency use in China for the prevention of COVID-19 caused by the infection of SARS-CoV-2, becoming the first mRNA vaccine launched in China.
2024	In January 2024, we completed the acquisition of 51% of the equity interest in Megalith Biopharmaceutical, and extended our business to biopharmaceutical industry.
	Our A Shares were selected as constituents of the Shenzhen Component Index and the ChiNext Index and were included in the FTSE Global Equity Index Series.
	Enyitan was approved for the treatment of chronic spontaneous urticaria in adults and adolescents (12 years of age and older) who remain symptomatic despite H1 antihistamine treatment.
	Enshuxing was conditionally approved by the NMPA for the treatment of recurrent or metastatic cervical cancer patients with positive PD-L1 (CPS≥1) expression who have previously failed to respond to platinum-based chemotherapy.
	We were selected as one of the top 100 food companies most trusted by consumers in China.

Year	Event
2025	We completed the acquisition of additional 29% of the equity interest in Megalith Biopharmaceutical.
	Enyitan was further approved for the treatment of moderate to severe persistent allergic asthma.
	The NMPA granted the Breakthrough Therapy Designation granted to SYS6010 for its intended indication as a monotherapy for the treatment of EGFR mutation-positive advanced NSCLC.
2026	Our subsidiary, Megalith Biopharmaceutical, together with the Licensor Group, entered into a strategic collaboration and license agreement with AstraZeneca. Under this agreement, the Licensor Group agreed to grant AstraZeneca an exclusive license to develop, manufacture and commercialize its once-monthly injectable weight management portfolio in the territories outside of the Greater China Region. In addition, the parties will also collaborate on four new programs leveraging the Licensor Group's proprietary technologies.
	Enyike, our ustekinumab biosimilar, was approved by the NMPA for the treatment of adult patients with moderate-to-severe plaque psoriasis who have not responded to, have contraindications to, or are intolerant of other systemic therapies, including cyclosporine, methotrexate, or PUVA treatment, as well as pediatric patients aged 6 years and older (weighing 60 kg to 100 kg) with moderate-to-severe plaque psoriasis who have had an inadequate response to or are intolerant of other systemic therapies or phototherapy.

OUR MAJOR SUBSIDIARIES

Details of the major subsidiaries of our Company which, among other things, made a material contribution to our results of operations during the Track Record Period, are set out below.

Name of company	Date and place of establishment	Equity interest attributable to our Group	Principal business activities
Megalith Biopharmaceutical . . .	April 16, 2019 PRC	80%	R&D, manufacturing and sale of biopharmaceutical products
CSPC Shengxue	March 30, 2002 PRC	100%	R&D and manufacturing of functional ingredients

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

Establishment of our Company and Conversion into a Joint Stock Limited Liability Company

In April 2006, our Company was established in the PRC as a limited liability company with an initial registered share capital of RMB8.3 million contributed by CSPC Holdings Company Limited (石藥控股集團有限公司), and Shijiazhuang Pharmaceutical Group Import & Export Trading Co., Ltd. (石家莊製藥集團進出口貿易有限公司) ("**CSPC Import & Export**"), a company incorporated in the PRC on May 19, 1999 and deregistered on October 18, 2019.

In March 2008, our Company accomplished all procedures required to convert from a limited liability company to a joint stock limited liability company. Upon completion of the conversion, the registered capital of our Company reached RMB150.00 million divided into 150,000,000 Shares with a nominal value of RMB1.00 each, and CSPC Holdings Company Limited and CSPC Import & Export held as to approximately 98.69% and 1.31% of our Company's total number of issued Shares at the time, respectively.

Listing on the SZSE ChiNext Market

As approved by the CSRC, we completed the initial public offering and separate listing of our A Shares on the SZSE ChiNext Market (stock code: 300765) (the "**A Share Listing**") in March 2019 as a spin-off from CSPC Pharmaceutical, pursuant to which we issued an aggregate of 50,000,000 A Shares, accounting for approximately 25.00% of our Company's share capital immediately following the A Share Listing. Immediately following the A Share Listing, our registered share capital increased to RMB200 million divided into 200,000,000 A Shares with a nominal value of RMB1.00 each, and NBP Pharmaceutical, a wholly-owned subsidiary of CSPC Pharmaceutical and our Controlling Shareholder, held an aggregate of approximately 75.00% of our Company's total number of issued Shares at the time (consisting of approximately 74.02% of the issued Shares directly held and approximately 0.98% of the issued Shares indirectly held through its wholly-owned subsidiary, CSPC Ouyi and has remained as our Company's Controlling Shareholder since then.

As of the Latest Practicable Date, our Directors confirmed that we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any material respect and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the [**REDACTED**] attention in relation to our compliance record on the SZSE ChiNext Market. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause them to disagree with our Directors' confirmation with regard to the compliance records of our Company on the SZSE ChiNext Market. Our PRC Legal Adviser is of the view that the confirmation of our Directors above with regard to our compliance record is accurate and reasonable.

Capital Reserve Capitalization in 2020 and 2021

As approved by the 2019 annual general meeting of the Shareholders on April 13, 2020, our Company issued 11 new A Shares for every 10 existing A Shares to Shareholders by way of capital reserve capitalization on April 29, 2020, representing a total increase of 220,000,000 A Shares. The total share capital of our Company was then increased from 200,000,000 to 420,000,000 A Shares. Further, as approved by, among others, the 2020 annual general meeting of the Shareholders on March 26, 2021, our Company issued 3 new A Shares for every 10 existing A Shares to Shareholders by way of capital reserve capitalization, representing a total increase of 126,000,000 A Shares. The total share capital of our Company was then increased from 420,000,000 to 546,000,000 A Shares.

Acquisition of CSPC Shengxue through Issuance of A Shares in November 2022

In July 2021, the Company entered into an agreement with NBP Pharmaceutical, our Controlling Shareholder, pursuant to which NBP Pharmaceutical agreed to transfer 100% of the shareholding of CSPC Shengxue to the Company at a total consideration of approximately RMB800 million (in the form of 71,942,446 consideration A Shares (subsequently adjusted to 72,926,162 consideration A Shares) issued to NBP Pharmaceutical) determined based on income approach valuation (the "**CSPC Shengxue Acquisition**"). Immediately following the completion of the CSPC Shengxue Acquisition and the issuance of A Shares in November 2022, (i) CSPC Shengxue became a wholly-owned subsidiary of the Company, (ii) the Company's total issued share capital increased to 618,926,162 A Shares, and (iii) NBP Pharmaceutical's shareholding in our Company increased to approximately 77.95% of our Company's total issued share capital at the time (consisting of approximately 77.08% of the issued Shares directly held and approximately 0.87% of the issued Shares indirectly held through CSPC Ouyi).

CSPC Shengxue is principally engaged in the R&D, manufacturing and sale of functional ingredients in the health and wellness sector. Its primary products include acarbose and anhydrous glucose, which are utilized for sugar intake management and nutritional regulation in health and wellness applications. The CSPC Shengxue Acquisition has enabled our existing health business and product portfolio to expand further, and we believe the CSPC Shengxue Acquisition will be beneficial to our Company's profitability and sustainable development. The consideration for the CSPC Shengxue Acquisition was determined based on arm's length negotiation between the parties with reference to the valuation of CSPC Shengxue at the relevant time as appraised by an independent professional valuer. The CSPC Shengxue Acquisition (including the issuance of 72,926,162 consideration A Shares to NBP Pharmaceutical) was approved by the CSRC, and the Directors confirm that the CSPC Shengxue Acquisition was properly and legally completed.

Private Placement of A Shares in March 2023

As approved by the CSRC, in March 2023, our Company conducted a private placement of its A Shares to raise funds for the acarbose green factory project of CSPC Shengxue, which mainly includes the construction of new major production facilities for acarbose, and the working capital requirements of the Company. A total of 31,486,146 A Shares were issued in the placement to 16 investors, all of whom were Independent Third Parties. The placement raised net proceeds of approximately RMB488.20 million, which had been fully utilized as of the Latest Practicable Date. Following the completion of the private placement, the Company's total issued share capital increased to 650,412,308 A Shares.

Capital Reserve Capitalization in 2023 and 2024

As approved by the 2022 annual general meeting of the Shareholders on April 7, 2023, our Company issued 8 new A Shares for every 10 existing A Shares to Shareholders by way of capital reserve capitalization on April 27, 2023, representing a total increase of 551,815,992 A Shares. The total share capital of our Company was then increased from 650,412,308 to 1,170,742,154 A Shares. Further, as approved by the 2023 annual general meeting of the Shareholders on April 9, 2024, our Company issued 2 new A Shares for every 10 existing A Shares to Shareholders by way of capital reserve capitalization on April 25, 2024, representing a total increase of 233,850,790 A Shares. The total share capital of our Company was then increased from 1,170,742,154 to 1,404,592,944 A Shares.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

In September 2023, the Company entered into an agreement with Megalith Biopharmaceutical and NBP Pharmaceutical, pursuant to which the Company subscribed for newly issued share capital representing 51% of the equity interest of Megalith Biopharmaceutical by way of capital injection of approximately RMB1.87 billion (the "**Megalith Biopharmaceutical Acquisition I**"). Immediately following the completion of the Megalith Biopharmaceutical Acquisition I in January 2024, Megalith Biopharmaceutical was held as to 51% by the Company and 49% by NBP Pharmaceutical.

Further, in September 2025, the Company entered into an agreement with NBP Pharmaceutical, pursuant to which the Company acquired an additional 29% of the equity interest of Megalith Biopharmaceutical from NBP Pharmaceutical at a total cash consideration of RMB1.1 billion (the "**Megalith Biopharmaceutical Acquisition II**", together with Megalith Biopharmaceutical Acquisition I, the "**Megalith Biopharmaceutical Acquisitions**"). Immediately following the completion of the Megalith Biopharmaceutical Acquisition II in November 2025, Megalith Biopharmaceutical was held as to 80% by the Company and 20% by NBP Pharmaceutical.

Megalith Biopharmaceutical is principally engaged in the biopharmaceutical innovation sector, creating a platform for innovative biopharmaceutical R&D. The current pipeline under development includes ADC, mRNA vaccines, and antibody-based therapeutics. The Megalith Biopharmaceutical Acquisitions have enabled the Company to expand its business to innovative biopharmaceuticals and establish a biomedical innovation industry platform. This initiative has further deepened our Company's strategic layout in the greater health sector and helped enhance its competitiveness. We believe the Megalith Biopharmaceutical Acquisitions are beneficial to our Company's profitability and sustainable development. The considerations for the Megalith Biopharmaceutical Acquisitions were determined based on arm's length negotiation between the parties with reference to the valuation of Megalith Biopharmaceutical at the relevant time as appraised by the independent professional valuers. The Megalith Biopharmaceutical Acquisitions have complied with the necessary disclosure requirements as prescribed by the CSRC and the Shenzhen Stock Exchange, and the Directors confirm that the Megalith Biopharmaceutical Acquisitions were properly and legally completed.

Save as disclosed above, we had not carried out any major acquisitions, disposals or mergers that we consider to be material to us during the Track Record Period and up to the Latest Practicable Date.

As Megalith Biopharmaceutical and the Group have consistently been under the common control of CSPC Pharmaceutical Group both before and after the Megalith Biopharmaceutical Acquisitions within the Track Record Period, the consolidated financial statements of the Group for each of the years ended December 31, 2023, 2024 and 2025 and as of December 31, 2023, 2024 and 2025 include Megalith Biopharmaceutical due to the accounting treatment. For details, please see Note 2 to the Accountants' Report in Appendix I to this document.

REASONS FOR THE [REDACTED] ON THE [REDACTED]

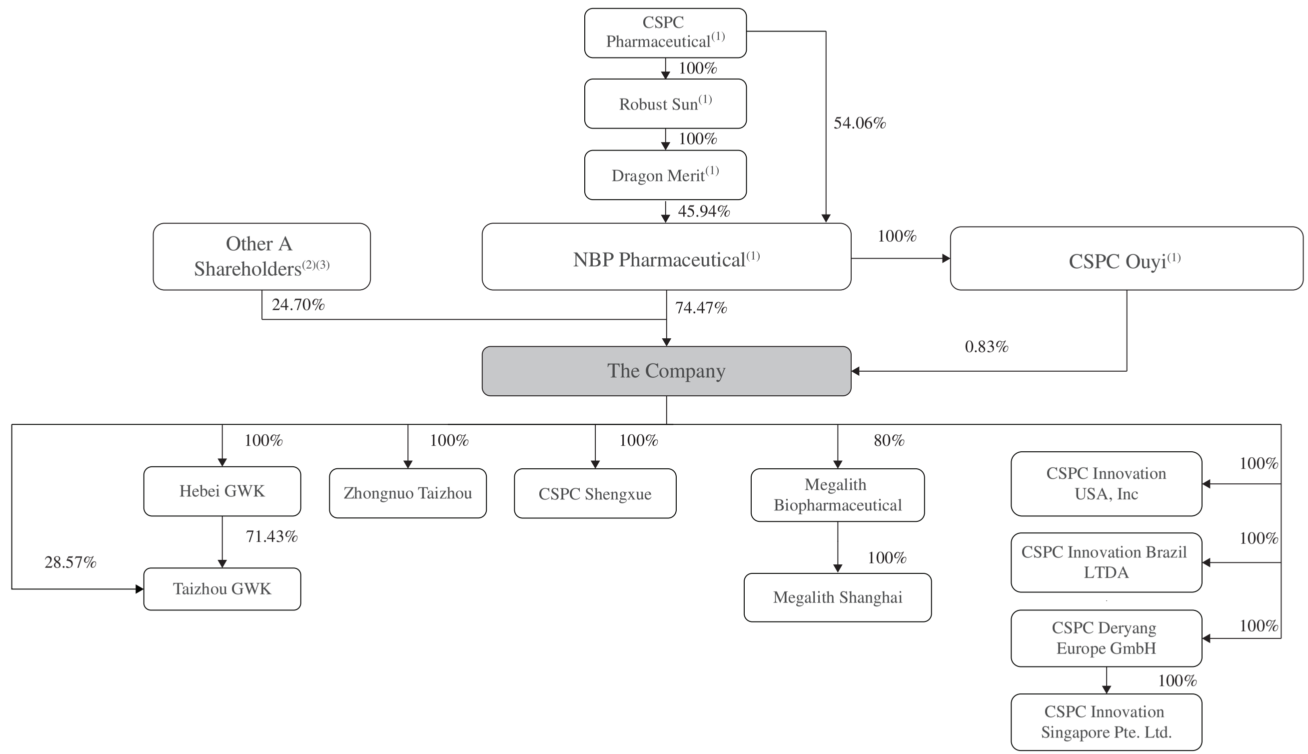
Our Company seeks to be [**REDACTED**] on the [**REDACTED**] in order to provide further capital for the development and expansion of our business, provide an additional fundraising platform for our Company should the need arise, which will increase our financing flexibility, allow us to gain access to a broader [**REDACTED**] base and strengthen our capability to raise capital independently. See "Business—Our Strategies" and "Future Plans and [**REDACTED**]" in this document for more details.

[**REDACTED**]

[**REDACTED**]

OUR SHAREHOLDING AND CORPORATE STRUCTURE

The following chart depicts our simplified corporate and shareholding structure as of the Latest Practicable Date:



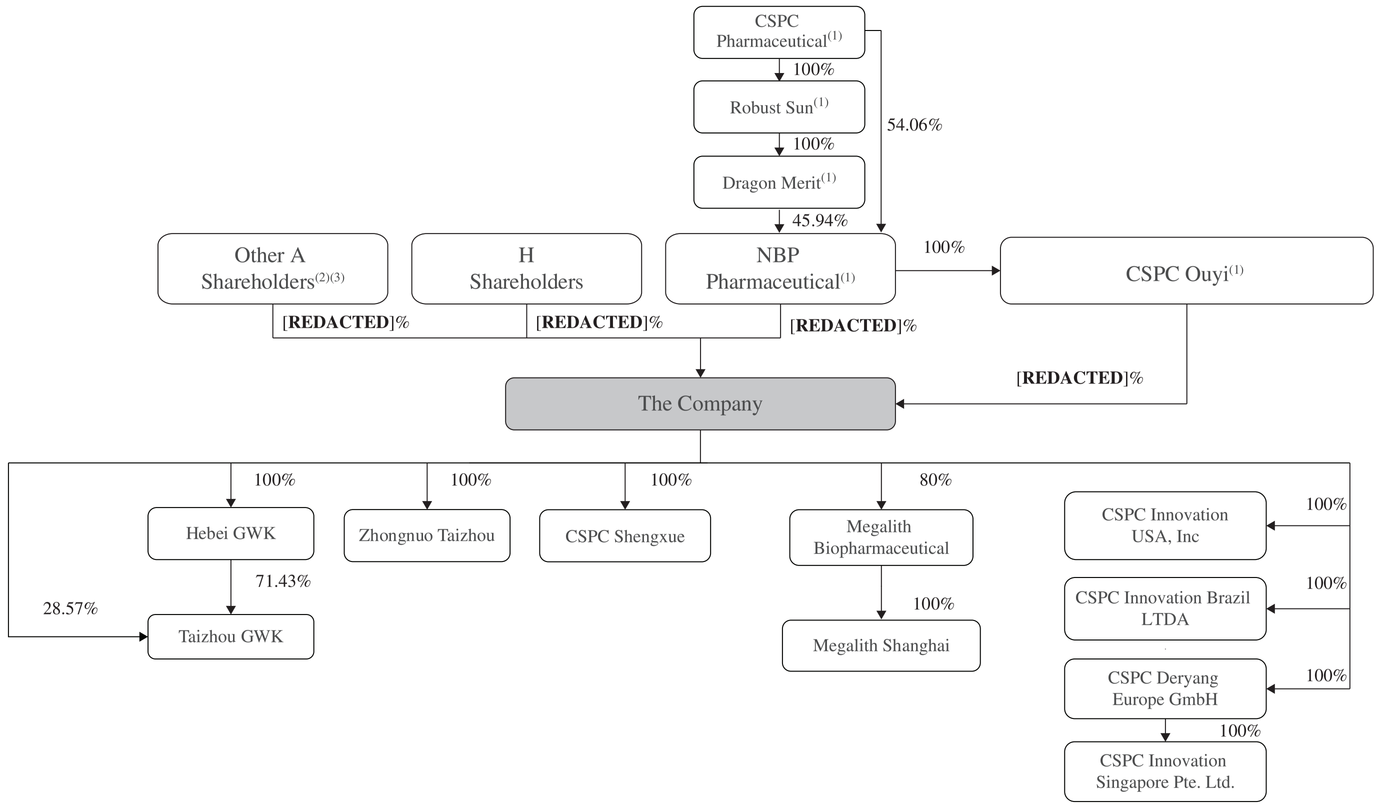
Notes:

(1) As of the Latest Practicable Date, NBP Pharmaceutical, our Controlling Shareholder, held in aggregate 1,048,645,506 A Shares, representing approximately 75.30% of the total issued Shares of our Company (excluding 12,000,225 A Shares repurchased and held in our Company's stock repurchase account), consisting of approximately 74.47% of the issued Shares directly held and approximately 0.83% of the issued Shares indirectly held through its wholly-owned subsidiary, CSPC Ouyi. NBP Pharmaceutical was owned as to 45.94% and 54.06% by Dragon Merit and CSPC Pharmaceutical, respectively. Dragon Merit was wholly owned by Robust Sun which was in turn wholly owned by CSPC Pharmaceutical. As such, NBP Pharmaceutical, CSPC Ouyi, Robust Sun, Dragon Merit and CSPC Pharmaceutical constitute a group of Controlling Shareholders.

(2) To the best knowledge of our Directors, as of the Latest Practicable Date, these other holders of A Shares are Independent Third Parties.

(3) The shareholding structure is exclusive of 12,000,225 A Shares repurchased and held in our Company's stock repurchase account as of the Latest Practicable Date. For details, please refer to the section headed "Share Capital" and sub-section headed "Statutory and General Information—A. Further Information About Our Group—2. Changes in our share capital" in Appendix VI to this document.

The following chart depicts our simplified corporate and shareholding structure immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised):



Notes (1) to (3): Please refer to the details on the preceding page.