OVERVIEW

Our history can be traced back to 2009, when Mr. Wang established our first subsidiary and opened our first store in Nanjing. In June 2012, Kidswant Children Products(China) Company Limited (孩子王兒童用品(中國)有限公司), the predecessor of our Company was established in the PRC as a limited liability company. In May 2016, our Company was converted into a joint stock company. Our business primarily consists of the sale of maternal, infant and child products, the provision of child development and parenting services across all age groups, and the sale and provision of scalp and hair care products and services. Over the years, we have expanded our business footprint covering all provincial-level administrative regions in the Chinese Mainland as of December 31, 2025. According to Frost & Sullivan, we ranked first in the maternal, infant and child products and services market in China in terms of GMV in 2025.

Since October 2021, our A Shares have been listed on the ChiNext of the Shenzhen Stock Exchange (stock code: 301078). As of the Latest Practicable Date, our total issued share capital was RMB1,264,644,576, comprising 1,264,644,576 A Shares (including 9,539,900 A Shares as treasury Shares).

The Company has passed a shareholders' resolution to change its corporate name to Kidswant Digital Technology Co., Ltd. (孩子王數智科技股份有限公司). The proposed name change has been reviewed and raised no objection by the Shenzhen Stock Exchange. It is currently pending the completion of the relevant industrial and commercial registration procedure.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following is a summary of our key corporate and business development milestones:

Year	Event
2009 . . .	Our Group was founded by Mr. Wang and our first store opened in Nanjing, being the largest scale one-stop shopping mall for maternal, infant and child products in PRC at the time.
2012 . . .	Our Company was established.
2015 . . .	We released our first official App mall and the number of our stores nationwide exceeded 100.
	We were selected into the "Collection of Innovative Cases of Circulation Enterprises" by the Ministry of Commerce (商務部"流通企業創新案例集").
2016 . . .	We converted into a joint stock company with limited liability.
	We ranked in the "2016 China Top 100 Chain Stores" list ("中國連鎖百強"榜), being the only maternal and infant products retailer on the list.
	We were listed on the NEEQ (stock code: 839843).
2018 . . .	We were recognized as a unicorn enterprise by Ministry of Science and Technology of China (中國科技部).
	We voluntarily delisted from the NEEQ.
2020 . . .	We ranked in the "China Top 100 Chain Stores" list for the fourth consecutive year and we were selected into "the First Batch of Digital Business Enterprises for Online-Offline Integrated Development" (首批線上線下融合發展數字商務企業名單) by the Ministry of Commerce.
2021 . . .	We were listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 301078).
2023 . . .	We acquired 65% of the equity interest of Leyou International, which enhanced our regional presence and reinforce our leadership in China's maternal, infant and child products and services market.

Year	Event
2024 . . .	We further acquired the remaining 35% of the equity interest of Leyou International.
2025 . . .	We acquired 60% of the equity interest in FORTUNE BIO., which signified our entry into the skincare and beauty market and further expanded our business portfolio.
	Our subsidiary, Jiangsu Xingsiyu acquired 100% equity interest in Hairology Biotechnology Development, which further enriched our ecosystem within the consumption market for families with children, enhanced our service capabilities, and supported our long-term sustainable growth.
	We were selected into the "2025 Top 200 Private Enterprises in Jiangsu" (2025年江蘇民營企業200強), released by Jiangsu Federation of Industry and Commerce and the "2025 Jiangsu Province Digital Consumption Innovative Scenarios and Key Enterprises List" (2025江蘇省數字消費創新場景和重點企業名單) in October.
	Our "New Media Practical Training and Empowerment System" (新媒體以賽代訓實戰賦能體系) won the gold award at the 10th CSTD National Finals of Corporate Learning Design Competition (第十屆CSTD(中國人才發展平台)企業學習設計大賽全國總決賽) in November.
	We opened our second ultra store, the Beijing Fengke Wanda store in December, which filled a gap in the Beijing market.

MAJOR SUBSIDIARIES

As of the Latest Practicable Date, the following entities operated as our major subsidiaries and made 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
Sichuan Kidswant . . .	PRC	September 28, 2012	100%	Sales of daily necessities and maternal/child products
Shanghai Tongqu . . .	PRC	October 26, 2015	100%	Information technology services, sale of daily necessities
Hongkong Kidswant .	HK	August 24, 2015	100%	Investment platform and online-retail platform
Nanjing Yiluezhuo. . .	PRC	November 17, 2016	100%	Sales of electronic products, infant formula
Jiangsu Media	PRC	November 21, 2017	100%	Advertising, sales and cultural event operations
Sichuan Yiluezhuo. . .	PRC	April 7, 2020	100%	Sales of infant formula, daily necessities
Leyou International . .	PRC	January 18, 2000	100%	Sales of maternal/infant products, daily necessities
Jiangsu Xingsiyu . . .	PRC	April 24, 2025	67%	Equity investment, self-funded investment activities, corporate management and consulting services
Hairology Biotechnology Development	PRC	July 1, 2014	100%	Technical development, technical services and promotion, research and development of bio-based material technology and enterprise management consulting
Hairology Biotechnology	PRC	November 28, 2014	100%	Production and Sales of cosmetics and daily necessities

We have applied to the Hong Kong Stock Exchange for, and the Stock Exchange [has granted] to us, a waiver from strict compliance with the requirements under paragraph 26 of Appendix D1A to the Listing Rules, which relates to the disclosure of the particulars of any alteration in the capital of any member of our Group within the two years immediately preceding the issue of this Document. See "Waivers from Strict Compliance with the Listing Rules — Waiver in Respect of Alteration in Share Capital" for more details. For shareholding changes of our Major Subsidiaries during the two years immediately preceding the date of this Document, see "Statutory and General Information — Further Information about Our Group — 3. Changes in the Share Capital of our Major Subsidiaries" in Appendix VI to this document.

MAJOR SHARE CAPITAL CHANGES AND DEVELOPMENT OF OUR COMPANY

Early Development of our Company

Our Company was founded by Mr. Wang in June 2012, focusing on offline retail and value-added services of maternal and infant products. The initial registered capital of our Company was US$50,000,000. After several rounds of capital injections and share transfer, the registered share capital of our Company reached US$150,000,000 by March 2016.

Conversion into Joint Stock Company with Limited Liability

In May 2016, our Company was converted from a limited liability company to a joint stock company with limited liability, with a share capital of RMB927,620,000 divided into 927,620,000 Shares, which were subscribed by all of the then shareholders (being our promoters during the conversion). Immediately following the conversion, the shareholding structure of our Company was as follows:

Name of the Shareholder	Number of Shares Held	Approximate Percentage of Shareholding
		(%)
Jiangsu Bosida	275,702,504	29.72
HCM KW (HK) Holdings Limited ("**HCM KW**")	138,356,508	14.92
Nanjing Qianmiaonuo	127,819,468	13.78
Coral Root Investment Ltd. ("**Coral Root**")	127,438,847	13.74
Fully Merit Limited ("**Fully Merit**")	76,232,313	8.22
Nanjing Weiying Enterprise Management Center (Limited Partnership) (南京維盈企業管理中心(有限合夥)) ("**Nanjing Weiying**")	63,191,410	6.81
Amplewood Capital Partners (HK) Limited ("**Amplewood Capital**")	43,561,320	4.69
Changzhou Jintan Zonghao Enterprise Management Consulting Co., Ltd. (常州市金壇區宗浩企業管理諮詢有限公司) ("**Changzhou Zonghao**")	37,104,763	4.00
CHAN KOK CHOW	23,492,997	2.53
Shanghai Jinglin Jingqi Investment Center (Limited Partnership) ("**Shanghai Jinglin Jingqi**") (上海景林景麒投資中心(有限合夥))	8,715,633	0.94
Shanghai Jinglin Jingtu Investment Center (Limited Partnership) ("**Shanghai Jinglin Jingtu**") (上海景林景途投資中心(有限合夥))	6,004,237	0.65
Total	**927,620,000**	**100.00**

After the conversion and following a series of capital raises in 2016 and the share transfers from 2018 to 2020, our Company's share capital increased to RMB979,093,333.

The Listing and Delisting in relation to the NEEQ

Our Company was listed on the NEEQ in December 2016. Having considered our business development needs and long-term development strategy in the capital markets, we considered that the listing of our Shares on the NEEQ no longer satisfied the then financing needs of our Company. As such, our Shareholders resolved to voluntarily delist our Shares from the NEEQ. Our Company applied for and completed its delisting in April 2018.

Our Directors, to the best of their knowledge and belief, confirmed that during the period that our Company was listed on the NEEQ, (i) our Company had complied with all applicable listing rules and securities laws and regulations in all material respects and had not been subject to any administrative penalty by the NEEQ, and (ii) there are no further material matters in relation to the prior listing of our Company on the NEEQ and its subsequent withdrawal that needs to be brought to the attention of the Stock Exchange, our Shareholders or the potential [REDACTED]. Based on the due diligence work conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause them to disagree with the Directors' views mentioned above in relation to the compliance status of the Company and its Directors during the quotation of the Company's Shares on the NEEQ between December 2016 and April 2018. The Sole Sponsor also concurs the view of the Directors that there is no other matter in relation to the NEEQ quotation and the subsequent withdrawal that needs to be brought to the attention of the Stock Exchange or the potential [REDACTED].

In August 2021, our Company and our A-Share sponsor (together with its two representatives, collectively, the "**A-Share Sponsor**") received warning letters from the CSRC (the "**Warning Letters**"). The Warning Letters stated that (i) our Company continued to have customer payments collected through a Related Party (as defined below) (the "**Entrusted Collection Arrangements**") after December 31, 2019 (the "**Cut-off Date**"), which was the financial statements cut-off date for our initial A-Share listing application for the ChiNext of the Shenzhen Stock Exchange (the "**ChiNext Listing**"), and (ii) the A-Share Sponsor failed to exercise due diligence in urging our Company to rectify the Entrusted Collection Arrangements.

Jiangsu Kidswant Industrial Co., Ltd.(江蘇孩子王實業有限公司) ("**Jiangsu Kidswant**" or the "**Related Party**") was incorporated in the PRC in 2009. Initially an offline retailer of maternal, infant and child products, it shifted entirely to online retail after obtaining a value-added telecommunication business operating license (the "**License**"). Jiangsu Kidswant was controlled by Mr. Wang before March 2016 and was later transferred to two individuals including a shareholder of Five Star Holdings and an employee of Five Star Holdings. It was dissolved by resolution in July 2021.

From June 2012 to March 2016, Kidswant Children Products (China) Company Limited (孩子王兒童用品(中國)有限公司), our predecessor and a then wholly foreign-owned enterprise under our Group's red-chip structure at the time (the "**Predecessor Company**"), entered into a series of contractual arrangements with Jiangsu Kidswant and its then registered shareholders (the "**Contractual Arrangements**"), under which Jiangsu Kidswant operated the online sales platforms and collected customer payments on our behalf. Pursuant to the Contractual Arrangements, Jiangsu Kidswant's financial accounts were consolidated into our Group and accounted for as if it was our subsidiary by virtue of the Contractual Arrangements during such period.

In March 2016, following the dismantlement of our red-chip structure for the purpose of our proposed NEEQ listing, the Contractual Arrangements were terminated, and Jiangsu Kidswant was deconsolidated from our Group. As the Predecessor Company became a sino-foreign joint venture after the restructuring, acquiring Jiangsu Kidswant would have triggered a re-application for its License. Given the complexity and unpredictable timeline of such re-application, any failure or delay could have disrupted the operations of Jiangsu Kidswant's online platform. Therefore, considering that (i) one of our subsidiaries, Shanghai Tongqu, was in the process of applying our own License, and (ii) there was a critical need to avoid disrupting of our online sales and to preserve user recognition of the "Kidswant" brand, we entered into a cooperation agreement with Jiangsu Kidswant as a temporary arrangement. Under this agreement, Jiangsu Kidswant continued to operate the related online platforms and collected customer payments on our behalf (i.e. the Entrusted Collection Arrangements) from March 2016 to March 2020.

In February 2020, Shanghai Tongqu obtained the License. Having secured our own License to conduct online retail business, we immediately ceased the Entrusted Collection Arrangements with Jiangsu Kidswant. As of March 31, 2020, all such Entrusted Collection Arrangements had been completely terminated.

The CSRC issued the Warning Letters because the Cut-off Date (December 31, 2019) fell within the period of the Entrusted Collection Arrangements from March 2016 to March 2020 and the amounts involved were relatively material. As advised by our PRC Legal Advisor, the Warning Letters were not regarded as a form of administrative penalty and is not regarded as a material non-compliance act. Our Company has completely terminated the Entrusted Collection Arrangements and has implemented measures to ensure no similar arrangement occurs thereafter. We have further enhanced our control measures such as (i) signing agreements to terminate all the cooperative arrangements with Jiangsu Kidswant and ceased on the related party transactions with them; (ii) operating the online platforms independently through our subsidiary, Shanghai Tongqu; and (iii) enhanced our financial internal control systems including (a) refining our policies and procedures on related party transactions to strengthen the monitoring and management of such transactions and prohibiting non-transactional fund flows such as the Entrusted Collection Arrangements; and (b) conducting regular internal review on the effectiveness of the internal control over the sales cycle.

In July 2020, our A-Share ChiNext listing application was accepted by the Shenzhen Stock Exchange. Given that such arrangements had already been fully terminated by March 31, 2020, neither the Shenzhen Stock Exchange nor the CSRC required our Company to take further rectification measures. During the vetting process, the authorities raised certain inquiries regarding the reasonableness, authenticity and compliance of the transactions between our Company and Jiangsu Kidswant during the reporting period of our A-Share listing application. By the time of our ChiNext Listing, no further inquiries were made by either authority regarding this matter.

As confirmed by our Directors and advised by our PRC Legal Advisors, since our listing on the Shenzhen Stock Exchange in October 2021 and up to the Latest Practicable Date, our Company (i) had not received any other warning letters by the relevant regulatory authorities, and (ii) had complied with the applicable securities laws and regulations and listing rules of Shenzhen Stock Exchange in any material respects.

Based on the independent due diligence conducted by the Sole Sponsor and our PRC Legal Advisor's view above, nothing has come to the attention of the Sole Sponsor that would reasonably cause them to cast doubt on the reasonableness of the Directors' view stated above.

Listing on the Shenzhen Stock Exchange

In October 2021, our A Shares were listed on the ChiNext of the Shenzhen Stock Exchange (stock code: 301078). We offered a total of 108,906,667 A Shares under the A-Shares Listing, representing approximately 10.01% of our enlarged share capital immediately following the completion of the A-Shares Listing. Upon completion of the A-Shares Listing, Mr. Wang controlled an aggregate of approximately 41.62% of the voting rights of the Company through (i) his wholly-owned entity, Jiangsu Bosida (as to 25.51%) and (ii) his concert parties at the time according to the 2020 AIC Agreement (as defined below), namely Nanjing Qianmiaonuo (as to 11.75%) and Nanjing Ziquan (as to 4.36%).

Major Shareholding Changes after our Listing on the Shenzhen Stock Exchange

Issuance of Convertible Bonds and the Redemption

In July 2023, our Company conducted a public issuance of convertible bonds (the "**2023 Convertible Bonds**") with a principal amount of RMB1,039 million and a maturity period of six years, which was listed on the Shenzhen Stock Exchange (bond code: 123208). The conversion period of the 2023 Convertible Bonds was from the first trading day after six months from the completion date of the issuance of the 2023 Convertible Bonds to the maturity date of the 2023 Convertible Bonds. The initial conversion price of the 2023 Convertible Bonds was RMB11.63 per Share, which was determined after taking into account, among other things, the average trading price prior to the date of the offering circular of the 2023 Convertible Bonds and was subject to the adjustment mechanism as disclosed in the offering circular.

On October 25, 2024, the Board resolved to exercise its conditional redemption rights to redeem all the remaining outstanding 2023 Convertible Bonds at face value plus accrued interests. The 2023 Convertible Bonds were delisted from the Shenzhen Stock Exchange on November 26, 2024. Immediately following the conversion and redemption of the 2023 Convertible Bonds, a total of 145,968,266 A Shares were converted from the 2023 Convertible Bonds and the Company's registered share capital was increased to RMB1,258,322,106 in November 2024.

Repurchase of Shares Relating to Employee Incentive Purpose

Other than the major shareholding changes in the Company as disclosed, the Company also from time to time repurchased A Shares for the employee incentive purpose.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

1. Acquisition of Leyou International

Pursuant to the share transfer agreement dated June 9, 2023 entered into among our Company, Leyou International (as the target company), LEYOU (HONG KONG), LIMITED (as the seller, "**Leyou HK**"), and Leyou, Inc.(the sole shareholder of Leyou HK, "**Leyou Cayman**"), our Company agreed to purchase from Leyou HK 65% equity interest in Leyou International at a consideration of RMB1,040 million, which was determined with reference to a valuation report dated June 9, 2023 issued by an independent valuer using income approach in respect of the value of the 65% equity interest of Leyou International as at December 31, 2022. The consideration was fully settled on November 8, 2023. Upon the completion of the share transfer, Leyou International became a non-wholly owned subsidiary of our Company, with Leyou HK holding the remaining 35% equity interest.

Further, pursuant to the share transfer agreement dated November 21, 2024 entered into among our Company, Leyou International, Leyou HK and Leyou Cayman, our Company agreed to acquire from Leyou HK the remaining 35% equity interest in Leyou International at a consideration of RMB560 million, which was determined with reference to a valuation report dated November 21, 2024 issued by an independent valuer using income approach, in respect of the value of the remaining 35% equity interest of Leyou International as at June 30, 2024. The consideration was fully settled on January 8, 2025. Upon the completion of the share transfer, Leyou International became a wholly owned subsidiary of our Company.

Leyou International is a leading player in the maternal, infant and child products and services market in northern China, primarily engaged in providing retail of maternal and infant products and some value-added services for families. Guided by our "Triple Expansion Strategy", we believe that the acquisition of Leyou International will further enhance our regional presence and reinforce our leadership in China's maternal, infant and child products and services market. For details, see "Business — Overview" to this document.

Leyou HK was an affiliate of Coral Root Investment Ltd, which was a former minority shareholder of our Company at the time. As of the Latest Practicable Date and to the best knowledge of our Directors, each of Leyou HK and Leyou Cayman is an Independent Third Party of our Company.

According to Rule 4.05A of the Hong Kong Listing Rules, the acquisition of Leyou International would have been classified at the date of application for our [REDACTED] as a major transaction under Chapter 14 of the Hong Kong Listing Rules. For further details of the financial performance of Leyou International, please refer to the historical financial information of Leyou International set out in Appendix I to this Document.

2. Acquisition of Hairology Biotechnology Development

Pursuant to a share transfer agreement dated June 6, 2025 entered into among our Company, Jiangsu Xingsiyu (a non-wholly owned subsidiary of our Company), Hairology Biotechnology Development, and the then shareholders of Hairology Biotechnology Development (all Independent Third Parties of our Company at the time) (the "**Hairology Sellers**"), Jiangsu Xingsiyu acquired 100% equity interest in Hairology Biotechnology Development from Hairology Sellers at a consideration of RMB1,650 million, which was determined with reference to a valuation report dated May 29, 2025 issued by an independent valuer using income approach, in respect of the total equity value of Hairology Biotechnology Development as at March 31, 2025. The consideration was fully settled on July 10, 2025. Upon the completion of the share transfer, Hairology Biotechnology Development became a wholly-owned subsidiary of Jiangsu Xingsiyu.

Jiangsu Xingsiyu is a non-wholly owned subsidiary of our Company and it was previously held as to 65%, 11%, 10%, 8%, and 6% by our Company, Five Star Holdings, Xi'an Giant Biogene Technology Co., Ltd. (西安巨子生物基因技術股份有限公司) ("**Xi'an Giant Biogene**"), Ms. Chen Yingyan (陳英燕), and Mr. Wang Deyou (王德友), respectively. On April 3, 2026, our Company entered into a share transfer agreement with Five Star Holdings, pursuant to which our Company agreed to further acquire 2% equity interest in Jiangsu Xingsiyu from Five Star Holdings at a total cash consideration of RMB13.20 million. The consideration was fully settled on April 7, 2026. Upon completion of such share transfer, Jiangsu Xingsiyu is owned as to as to 67%, 9%, 10%, 8%, and 6% by our Company, Five Star Holdings, Xi'an Giant Biogene, Ms. Chen Yingyan, and Mr. Wang Deyou, respectively.

Five Star Holdings is a company controlled by Mr. Wang, who is one of our Single Largest Shareholders, executive Director and chairman of the Board. To the best knowledge of our Directors, each of Xi'an Giant Biogene, Ms. Chen Yingyan, and Mr. Wang Deyou was an Independent Third Party at the time.

Hairology Biotechnology Development is a leading scalp and hair care company in China. We considered the acquisition of Hairology Biotechnology Development to be an expansion of our business portfolio, which fully leveraged synergies in membership operations, market layout, channel sharing, industrial collaboration, and business expansion. This acquisition further enriched our ecosystem within the consumption market for families with children, enhanced our service capabilities, and supported our long-term sustainable growth.

According to Rule 4.05A of the Hong Kong Listing Rules, the acquisition of Hairology Biotechnology Development would have been classified at the date of application for our [REDACTED] as a major transaction under Chapter 14 of the Hong Kong Listing Rules. For further details of the financial performance of Hairology Biotechnology Development, please refer to the historical financial information of Hairology Biotechnology Development set out in Appendix I to this Document.

3. Acquisition of FORTUNE BIO.

Pursuant to the share transfer agreement dated December 23, 2024 entered into among our Company, Guangzhou Laichuang Investment Co., Ltd. (廣州萊創投資有限公司) ("**Guangzhou Laichuang**"), and FORTUNE BIO., our Company agreed to purchase from Guangzhou Laichuang 60% equity interest in FORTUNE BIO. at a consideration of RMB162 million, which was determined with reference to independent audit and a valuation report issued by an independent valuer. The consideration was fully settled on February 7, 2025. Upon the completion of the share transfer, FORTUNE BIO. became a non-wholly owned subsidiary of our Company, with Guangzhou Laichuang retaining 40% equity interest.

Guangzhou Laichuang was held by two individuals as to 99% and 1%, respectively. To the best knowledge of our Directors, Guangzhou Laichuang and its shareholders are Independent Third Parties of our Company.

FORTUNE BIO. is an enterprise focusing on skincare and beauty sectors. With a customer-centric approach, the company conducts joint research and development independently as well as in cooperation with renowned R&D institutions and colleges, and provides a wide range of healthy personal care and clean skincare products for users of diverse age groups, with a solid foundation of products and R&D. We believe that the acquisition of FORTUNE BIO. signifies our entry into the skincare and beauty market, which caters to the demands of mothers and female consumers and further expands our business portfolio.

The financial information of FORTUNE BIO. since the completion of the acquisition has been reflected in our consolidated financial statements for the Track Record Period. Our Directors have confirmed that none of the applicable percentage ratios as stipulated under the Hong Kong Listing Rules in respect of the acquisition of FORTUNE BIO. exceeds 25%. Accordingly, the pre-acquisition financial information of FORTUNE BIO. is not required to be disclosed in this Document under Rule 4.05A of the Hong Kong Listing Rules.

POST TRACK RECORD PERIOD ACQUISITION

We proposed to acquire a minority equity interest of a company after the Track Record Period and up to the Latest Practicable Date. We have applied to the Stock Exchange for, and the Stock Exchange [has agreed] to grant us, a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in relation to the proposed acquisition. See "Waivers from Strict Compliance with the Listing Rules — Waiver in respect of Company and Business to be Acquired after the Track Record Period" for alternative disclosure of the acquisition.

ACTING-IN-CONCERT ARRANGEMENT

On June 15, 2018, Jiangsu Bosida entered into an acting-in-concert agreement with Nanjing Qianmiaonuo, according to which Nanjing Qianmiaonuo confirmed and agreed to maintain consistent actions with Jiangsu Bosida on all matters concerning business operations, corporate governance and other material affairs of the Company.

On March 18, 2020, to reinforce Mr. Wang's existing control over the Company, Mr. Wang, Jiangsu Bosida, Nanjing Qianmiaonuo and Nanjing Ziquan entered into an acting-in-concert agreement (the "**2020 AIC Agreement**"), pursuant to which Nanjing Qianmiaonuo and Nanjing Ziquan agreed that (a) they shall maintain consistent actions with Jiangsu Bosida on all matters concerning the Company's business operations, production, corporate governance, and other major affairs, (b) they shall act in concert with Jiangsu Bosida, and (c) as concert parties of Jiangsu Bosida, they are obligated to follow Jiangsu Bosida's voting decisions at the Company's general meetings, casting their votes unconditionally in accordance with Jiangsu Bosida.

On October 29, 2024, Jiangsu Bosida, Nanjing Qianmiaonuo and Nanjing Ziquan entered into a supplemental agreement to the 2020 AIC Agreement, pursuant to which (i) Nanjing Ziquan withdrew from the 2020 AIC Agreement and ceased to be a concert party of Jiangsu Bosida (the "**Withdrawal from AIC Arrangement**"), and (ii) Nanjing Qianmiaonuo shall continue to act in concert with Jiangsu Bosida following the 2020 AIC Agreement (the "**Acting-in-concert Arrangement**").

As at the Latest Practicable Date, Mr. Wang controlled an aggregate of 27.17% of the voting rights of the Company through (a) Jiangsu Bosida (as to 22.05%) and (b) its concert party namely Nanjing Qianmiaonuo (as to 5.12%), which is controlled by Mr. Xu. Accordingly, Mr. Wang, Mr. Xu, Jiangsu Bosida and Nanjing Qianmiaonuo constitute our Single Largest Shareholders Group.

EMPLOYEE INCENTIVE SCHEME

Since our A Share Listing, we adopted the 2022 Restricted Share Incentive Scheme to attract and retain talents and to motivate our employees. The scheme initially granted a total of 36,395,300 restricted A Shares, comprising 24,044,500 Type I Restricted Shares and 12,350,800 Type II Restricted Shares. Subsequently, 5,051,670 Type I Restricted Shares were repurchased and cancelled, and 667,320 Type II Restricted shares were voided, respectively. As of the Latest Practicable Date, (i) save for the 71,640 Type I Restricted Shares that are scheduled to be repurchased and cancelled by the Board's resolution due to the resignation of several grantees (subject to the completion of relevant administrative procedures), all remaining Type I Restricted Shares were unlocked; and (ii) all remaining Type II Restricted Shares were vested.

No further Shares are available for grant under the 2022 Restricted Share Incentive Scheme. As of the Latest Practicable date, no Shares remained outstanding and locked/unvested, except for the 71,640 Type I Restricted Shares that the Board has resolved to repurchase and cancel, (subject to the relevant administrative procedures). For details of the 2022 Restricted Share Incentive Scheme, see the section headed "Further Information about Our Directors and Substantial Shareholders — 4. 2022 Restricted Share Incentive Scheme" in Appendix VI to this document.

OUR SINGLE LARGEST SHAREHOLDERS GROUP

As of the Latest Practicable Date, our Single Largest Shareholders Group was able to exercise approximately 27.07% voting rights in our Company. For details regarding the Single Largest Shareholders, see "Relationship with our Single Largest Shareholders Group" to this document.

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE PROPOSED [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Since October 2021, our Company has been listed on the ChiNext of the Shenzhen Stock Exchange. Our Directors confirmed that, since our listing on the Shenzhen Stock Exchange and up to the Latest Practicable Date, our Company has complied with all applicable rules of the Shenzhen 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 [REDACTED] attention in relation to our compliance record on the Shenzhen Stock Exchange. As advised by our PRC Legal Advisors, based on the filings on the website of the Shenzhen Stock Exchange and information available in the public domain, our Company (including our subsidiaries) or our Directors (for the performance of their duties as directors of our Company (including our subsidiaries)) had not been subject to administrative penalty, administrative supervision measures or self-regulatory measures by the Shenzhen Stock Exchange, the CSRC or other competent securities regulatory authorities during the period of our listing on the Shenzhen Stock Exchange up to the Latest Practicable Date. 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 the Company on the Shenzhen Stock Exchange.

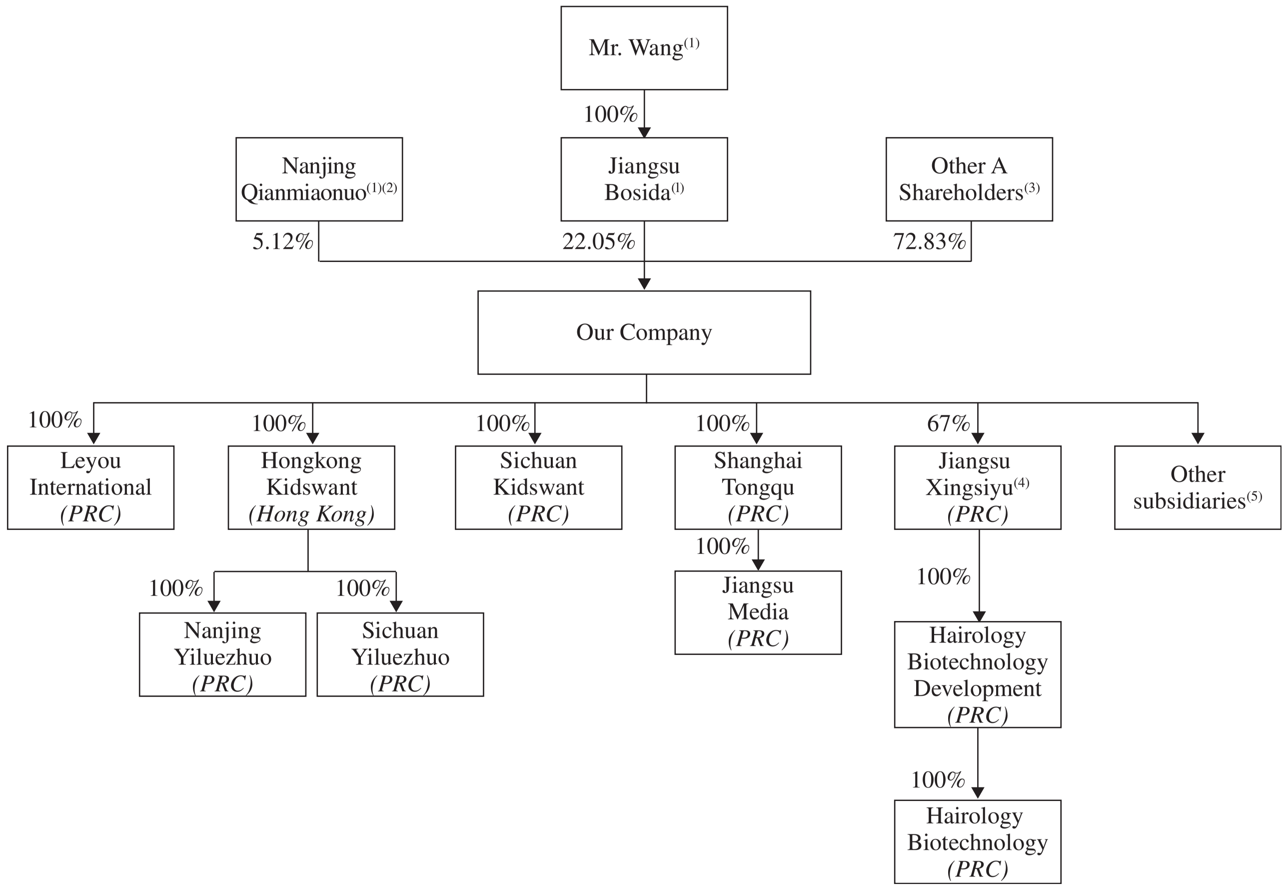
Our Company seeks to be [REDACTED] on the Hong Kong Stock Exchange in order to further advance our Company's internationalization strategy and overseas business expansion. See "Business — Our Strategies" for more details.

[REDACTED]

[REDACTED]

OUR SHAREHOLDING AND CORPORATE STRUCTURE

The following chart depicts our simplified corporate and shareholding structure immediately prior to the [REDACTED] (assuming no changes are made since the Latest Practicable Date and up to the [REDACTED]):



Notes:

(1) Mr. Wang, Mr. Xu, Jiangsu Bosida and Nanjing Qianmiaonuo constitute our Single Largest Shareholders Group. As of the Latest Practicable Date, Mr. Wang controlled an aggregate of 27.17% of the voting rights of the Company through (a) Jiangsu Bosida (as to 22.05%) and (b) its concert party namely Nanjing Qianmiaonuo (as to 5.12%). For details, see "— Acting-in-Concert Arrangement".

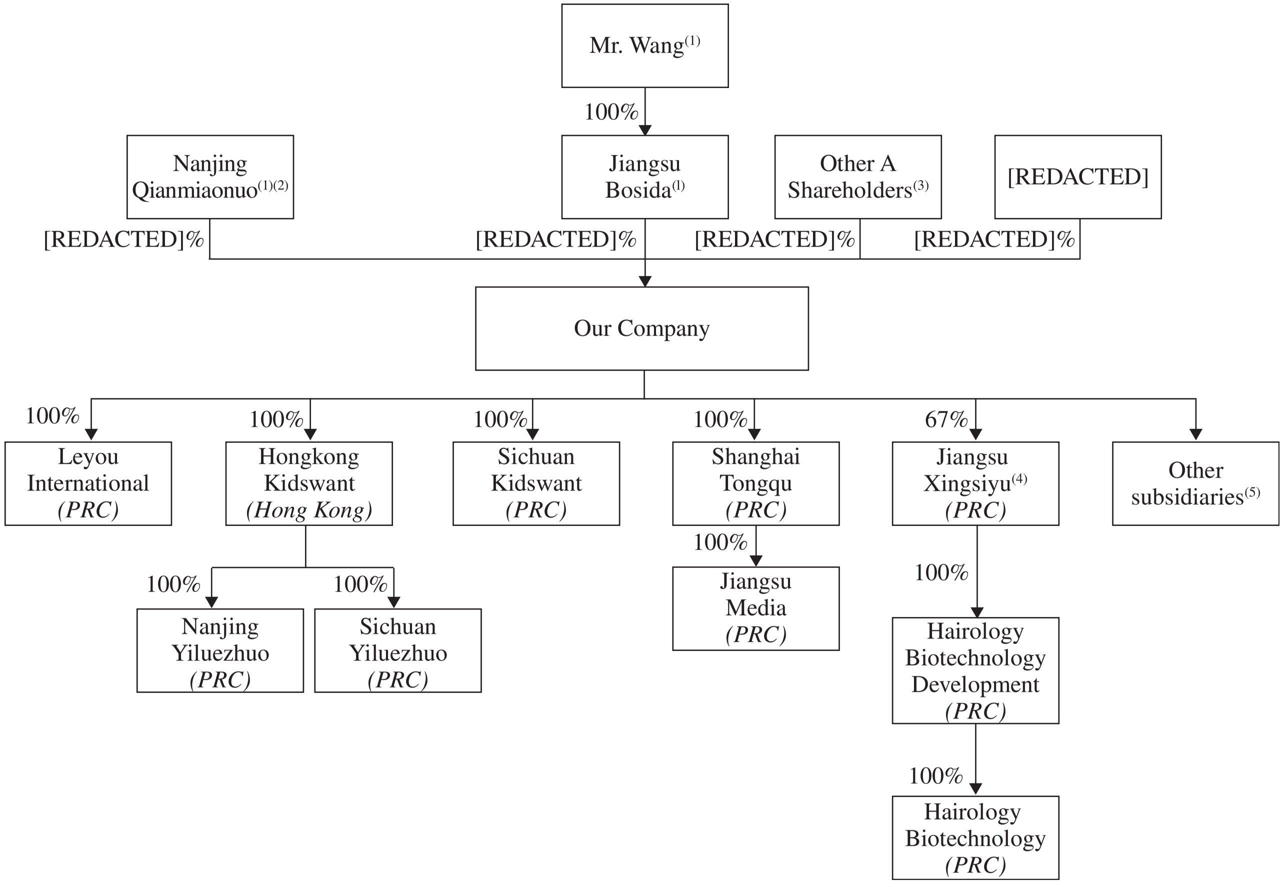
(2) Nanjing Qianmiaonuo is a limited partnership established under the laws of the PRC on March 7, 2016 as a senior management shareholding platform of the Company. As of the date of this submission, Mr. Xu, the executive Director, general manager, and a Single Largest Shareholder of our Company, was the sole general partner and also the only shareholder of the sole limited partner, holding 100% partnership interests in aggregate in Nanjing Qianmiaonuo. Nanjing Qianmiaonuo has been acting in concert with Jiangsu Bosida, obliged to follow Jiangsu Bosida's voting decisions and cast its votes unconditionally in accordance with Jiangsu Bosida. For details, see "— Acting-in-Concert Arrangement".

(3) None of such A Shareholders held more than 5% interest in our Company as of the Latest Practicable Date.

(4) As of the Latest Practicable Date, the remaining 33% equity interest in Jiangsu Xingsiyu was owned as to approximately 9%, 10%, 8% and 6% by Five Star Holdings, Xi'an Giant Biogene, Ms. Chen Yingyan, and Mr. Wang Deyou, respectively. Each of Xi'an Giant Biogene, Ms. Chen Yingyan, and Mr. Wang Deyou was an Independent Third Party at the time.

(5) Other subsidiaries include wholly-owned and non-wholly owned subsidiaries of our Company.

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 (5): Please refer to the details on the preceding page.