

HISTORY AND CORPORATE STRUCTURE

OVERVIEW

Now a leading player in the Cardiovascular-Kidney-Metabolic (“CKM”) sector in China, our journey began in November 1998 as a limited liability company founded by Mr. Ye. After over a decade of sustained growth and development, in September 2009, we completed the initial public offering and listing of our A Shares on the Shenzhen Stock Exchange (stock code: 002294).

Leveraging our robust R&D capabilities, advanced drug discovery and development, drug-device synergy, integrated commercial operations and highly experienced management, we have continued to advance the CKM sector. As of the Latest Practicable Date, we ranked second among domestic companies by the number of marketed NMEs and pipeline candidates in or beyond the IND stage for CKM syndrome, according to Frost & Sullivan, with six approved innovative drugs and 79 pipeline innovative drugs, as well as 17 medical devices and 18 medical device candidates.

Behind our growth and expansion lies our focus on operational excellence. Throughout the years, we have established six R&D centers in China and the United States, seven major manufacturing bases in China, and an experienced in-house sales and marketing team of over 1,800 professionals as of June 30, 2026. As a testament to our success, in 2025, with a market share of 11.3%, we ranked second in terms of in-hospital sales revenue of cardiovascular drugs in China, according to Frost & Sullivan.

OUR KEY MILESTONES

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

Year	Milestones
1998	We were established as a limited liability company in the PRC.
2000	TaiJia, our first major breakthrough and China’s first-to-market clopidogrel generic for acute coronary syndrome and thrombosis prevention, was launched.
2007	We were converted into a joint stock company with limited liability.
2009	Our A Shares were listed on the Shenzhen Stock Exchange (stock code: 002294).
2013	XinLiTan, our first innovative product and a cornerstone hypertension medicine, was approved by the NMPA.
2015	TaiJia was awarded a gold medal at the 17th China Patent Awards.
2017	We established Salubris Bio for innovative R&D in the United States. XinLiTan was included in the NRDL.
2018	XinLiTan was awarded a gold medal at the 20th China Patent Awards.
2019	XinFuTai, our first biologic, was approved by the NMPA.
2020	Maurora was approved by the NMPA.
2021	We completed a non-public issuance of 68,800,535 A Shares, which were listed on the Shenzhen Stock Exchange.
2023	EnNaLuo, our first innovative drug for kidney disease, was approved by the NMPA for non-dialysis renal anemia.
2024	FuLiTan, our first fixed-dose combination (“FDC”) drug, and XinLiTing, our first innovative drug for metabolic disease, were approved by the NMPA.
2025	XinChaoTuo, China’s first domestically-developed novel ARNi and the second-in-class globally, was approved by the NMPA. FuLiAn, our second FDC drug, and the world’s first FDC of an ARB and a thiazide-like diuretic, was approved by the NMPA. The NMPA approval of our EnNaLuo was expanded to dialysis renal anemia.
2026	XinFuTai Plus was approved by the NMPA for the treatment of osteoporosis in postmenopausal women at high risk of fracture.

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ESTABLISHMENT AND MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

(1) Establishment of our Company, major shareholding changes and conversion into a joint stock limited liability company

In November 1998, our Company was established in the PRC as a limited liability company with an initial registered capital of RMB32 million, contributed by Salubris HK as to 90% and Shenzhen Huataikang Industrial Co., Ltd* (深圳市華泰康實業有限公司) (“**Shenzhen Huataikang**”), an Independent Third Party, as to 10%.

Following completion of several rounds of capital increases and equity transfers in our Company between 1998 and 2005, our registered capital was increased to RMB72 million, of which 95.55% and 4.45% of the equity interests in our Company were held by Salubris HK and Shenzhen Huataikang, respectively.

In December 2006, Shenzhen Huataikang transferred the entire 4.45% of equity interest in our Company held by it to Shenzhen Runfu Investment Development Co., Ltd.* (深圳市潤復投資發展有限公司) (“**Runfu Investment**”) (a connected person of our Company by virtue of being held as to 84.32%, as of the Latest Practicable Date, by Mr. Chen Zhiming (陳志明), a connected person of our Company) and Shenzhen Likanghua Trading Co., Ltd* (深圳市麗康華貿易有限公司) (“**Shenzhen Likanghua**”) (an Independent Third Party), at a consideration of RMB2.56 million and RMB0.64 million, respectively. The consideration was determined based on arm’s length negotiation with reference to our net asset value at the time. Upon the completion of the equity transfer, Runfu Investment and Shenzhen Likanghua respectively held 3.57% and 0.88% of the equity interests in our Company.

In June 2007, our Company was converted into a joint stock limited liability company. Upon the conversion, our audited net assets of RMB85,164,534.17 were converted into 85,000,000 Shares with a nominal value of RMB1 each, with the remaining RMB164,534.17 recorded in our Company’s capital reserve.

(2) Listing of our A Shares on the Shenzhen Stock Exchange

In September 2009, we completed the initial public offering and listing of our A Shares on the Shenzhen Stock Exchange (stock code: 002294), pursuant to which we issued an aggregate of 28,500,000 A Shares, accounting for approximately 25.1% of our Company’s share capital immediately following completion of the A Share listing. Following the A Share listing, Salubris HK remained as our Controlling Shareholder.

Our Directors confirmed that during the Track Record Period and up to the Latest Practicable Date, our Group has complied with the rules of the Shenzhen Stock Exchange and other securities laws and regulations of the PRC applicable to our A Share listing in all 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 [REDACTED] attention in relation to our compliance record on the Shenzhen Stock Exchange. Based on the filings on the website of the Shenzhen Stock Exchange and the information available in the public domain, our PRC Legal Advisor is of the view that our Company had complied with all applicable securities laws and regulations in the PRC in relation to its listing on the Shenzhen Stock Exchange in all material respects during the Track Record Period and up to the Latest Practicable Date, since our Company has not been subject to any material administrative penalties or regulatory measures imposed by the CSRC, Shenzhen Stock Exchange or other PRC securities regulatory authorities. Based on the independent due diligence conducted by the Joint Sponsors, nothing has come to the Joint Sponsors’ attention that would reasonably cause them to disagree with our Directors’ confirmation with regard to the compliance records of our Company on the Shenzhen Stock Exchange.

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(3) Capital Reserve Capitalizations

Following our A Share listing and from 2009 to 2014, we completed five series of capitalizations of our capital reserves (collectively, the “**Capital Reserve Capitalizations**” and each a “**Capital Reserve Capitalization**”). Each of the Capital Reserve Capitalizations was carried out by way of capitalization of our capital reserve into share capital. Without additional cash consideration, we converted amounts standing to the credit of our capital reserve into issued share capital and allotted new A Shares to all of our then existing Shareholders on a pro rata basis at the corresponding conversion ratio approved by our Shareholders. Following each Capital Reserve Capitalization, the total issued share capital of our Company increased by the number of new A Shares issued, while the shareholding percentage of each Shareholder at the relevant time remained unchanged. Following completion of the Capital Reserve Capitalizations, Salubris HK remained as our Controlling Shareholder and held approximately 60.73% of our total issued share capital.

The table below summarizes the particulars of each of our Capital Reserve Capitalizations:

Year	Ratio <i>(new : existing)</i>	Total number of A Shares before Capital Reserve Capitalization	Number of new A Shares issued	Total number of A Shares after Capital Reserve Capitalization
2009	10:10	113,500,000	113,500,000	227,000,000
2010	6:10	227,000,000	136,200,000	363,200,000
2011	2:10	363,200,000	72,640,000	435,840,000
2012	5:10	435,840,000	217,920,000	653,760,000
2014	6:10	653,760,000	392,256,000	1,046,016,000

(4) Non-Public issuance of A Shares

On March 9, 2021, we obtained approval from the CSRC for a non-public issuance of not more than 70,000,000 new A Shares. Pursuant to the CSRC approval, we completed a non-public issuance of 68,800,535 A Shares at an issue price of RMB28.37 each, raising gross proceeds of RMB1,951.87 million and net proceeds of RMB1,932.07 million, which were used to finance our innovation and R&D activities. The 68,800,535 newly issued A Shares were listed on the Shenzhen Stock Exchange on June 24, 2021. Upon completion of the non-public issuance, our total share capital increased to 1,114,816,535 Shares, and Salubris HK remained our Controlling Shareholder holding 653,279,380 Shares, representing approximately 56.99% of our total issued share capital.

(5) Acquisition of Butler Biotechnology (Shenzhen) Co., Ltd.* (巴特勒生物科技(深圳)有限公司) (“Butler”)

Butler was founded in July 2022 by Mr. Xin Chaohua (信朝華) (“**Mr. Xin**”), a previous employee of what is now Beijing Salubris Medtech Co., Ltd.* (北京信立泰醫療器械有限公司), our wholly owned subsidiary, between September 2016 and October 2021. Butler is primarily engaged in the R&D, production and sales of innovative medical devices for neurointerventional therapy and providing a comprehensive solution for intracranial vascular diseases caused by ischemia or hemorrhage. Its product pipeline covers medical devices for neurointerventional therapies including ischemia, hemorrhage, and vascular access, targeting patients with intracranial vascular diseases. As of December 31, 2023, Butler recorded total assets of approximately RMB15.72 million (including current assets of approximately RMB7.97 million and non-current assets of approximately RMB7.74 million) and total liabilities of approximately RMB26.21 million. For the year ended December 31, 2023, Butler recorded total revenue of approximately RMB0.84 million and gross loss of approximately RMB12.55 million.

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On July 19, 2024, Salubris Medtech entered into an equity transfer and capital increase agreement (the “**Equity Transfer and Capital Increase Agreement**”) with Mr. Xin, Hongxinmin Biotechnology (Suzhou) Co., Ltd.* (鴻歆敏生物科技(蘇州)有限公司) (“**Hongxinmin**”), Suzhou Hongxin Ruiyuan Venture Capital Partnership (Limited Partnership)* (蘇州鴻歆瑞元創業投資合夥企業(有限合夥)) (“**Hongxin Ruiyuan**”), Suzhou Runxinde Venture Capital Partnership (Limited Partnership)* (蘇州潤鑫德創業投資合夥企業(有限合夥)) (“**Runxinde**”), Suzhou Yihe Venture Capital Partnership (Limited Partnership)* (蘇州醫禾創業投資合夥企業(有限合夥)) (“**Yihe**”), and Shenzhen Huagai Qianhai Science and Technology Control Angel Venture Capital Partnership (Limited Partnership)* (深圳華蓋前海科控天使創業投資合夥企業(有限合夥)) (“**Huagai Qianhai**”), whereby Salubris Medtech was to acquire between 29.87% and 32.64% of Butler’s registered capital via a combination of capital injection of RMB80 million and equity transfer in the amount between RMB45 million and RMB55 million, with the consideration to be settled in three phases with reference to Butler’s R&D milestones. The first phase of the phased capital increase was completed in March 2025, with Salubris Medtech acquiring 15.0925% of Butler’s registered capital via a capital injection of RMB30 million and equity transfer of RMB25 million.

On March 27, 2025, pursuant to a shareholder’s voting rights entrustment agreement (the “**Voting Rights Entrustment Agreement**”) entered into by and among Shenzhen Medtech, Hongxinmin and Mr. Xin as Hongxinmin’s actual controller, Hongxinmin granted an exclusive and irrevocable proxy in respect of 46.3572% of the voting rights in Butler held by it to Salubris Medtech at nil consideration, exercisable until Salubris Medtech acquires 51% or more of Butler’s equity interest. Upon the completion of the transaction, Butler became a consolidated subsidiary of the Group.

On June 23, 2025, pursuant to an acquisition agreement (the “**Acquisition Agreement**”; together with the Equity Transfer and Capital Increase Agreement and the Voting Rights Entrustment Agreement, the “**Butler Acquisitions**”) entered into by and among Salubris Medtech, Hongxinmin, Runxinde, Hongxin Ruiyuan, Yihe and Huagai Qianhai, Salubris Medtech acquired: (i) 21.0596% of Butler’s equity interests via equity transfer from Hongxinmin, Runxinde, Yihe, Hongxin Ruiyuan and Huagai Qianhai at a total cash consideration of RMB76,577,128; (ii) RMB1,095,253 or 4.3533% of Butler’s registered capital via capital injection of RMB30 million, with the excess of RMB28,904,747 recorded in Butler’s capital reserves; and (iii) 29.4946% of Butler’s equity interests valued at RMB129,776,235 from Hongxinmin in consideration for Hongxinmin’s subscription of RMB3,065,265 or 2.6524% of Salubris Medtech’s registered capital, with the excess of RMB126,710,970 recorded in Salubris Medtech’s capital reserves. Upon the completion of the transaction, Salubris Medtech directly held 70% of Butler’s equity interest, with Butler remaining a consolidated subsidiary of the Group.

Apart from Huagai Qianhai, of which our Company is a limited partner holding 15% limited partnership interest and which ceased to hold any equity interest in Butler after the Acquisition Agreement, all other selling shareholders in the Butler Acquisitions are ultimately owned or controlled by Mr. Xin and became acquainted with the Company through Mr. Xin. As of the Latest Practicable Date, all selling shareholders of Butler in the Butler Acquisitions were Independent Third Parties. Save as disclosed above, none of the selling shareholders has any other past or present relationship with the Group, its directors, shareholders, and management, and any of its or their respective close associates.

The acquisition of Butler was completed with acceleration due to adjustments to our developmental strategy. Butler’s core product pipeline is highly complementary to and synergistic with our own, and acquiring a controlling stake in Butler is expected to enhance our product portfolio in the treatment of atherosclerotic stenosis, broaden our indications, expand our product pipeline in neurointerventional treatment, and diversify our revenue streams and our overall operational risks. The consideration of the Butler Acquisitions has been determined by arms’ length

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negotiations based on, without limitation, our understanding of the market, Butler’s competitive edge in the neurointerventional sector, references to comparable target companies and transactions, consideration of previous equity financings obtained by Butler, and discounted cash flow valuations performed by independent professional valuers.

There had been no prior transaction or funds flow between our Group and Butler prior to the Butler Acquisitions. All Butler Acquisitions have been properly and legally completed and settled, obtained all requisite regulatory approvals, and complied with all necessary disclosure requirements as prescribed by the CSRC and the Shenzhen Stock Exchange. As none of the applicable percentage ratios as defined under the Listing Rules in respect of the Butler Acquisitions (individually or in aggregate) exceeds 25%, the pre-acquisition financial information of Butler is not required to be disclosed pursuant to Rule 4.05A of the Listing Rules.

(6) Share Repurchase Mandate and Repurchase of A Shares

On May 29, 2026, our Company convened a board meeting and approved, among other matters, a share repurchase mandate through centralized bidding (the “**Share Repurchase Mandate**”). Under the Share Repurchase Mandate, we will allocate between RMB0.3 billion and RMB0.5 billion of our own or raised funds to repurchase our A Shares at a price not exceeding RMB45 per A Share. The repurchase period is within 12 months following the approval of the Share Repurchase Mandate.

As of the Latest Practicable Date, under the Share Repurchase Mandate, we completed the repurchase of 6,610,940 A Shares, representing approximately 0.59% of our total issued share capital as of the Latest Practicable Date, through a dedicated securities account via centralized bidding, at a total consideration of approximately RMB212.45 million (excluding transaction fees).

OUR MAJOR SUBSIDIARIES

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

Company name	Place of establishment	Date of establishment	Equity interest attributable to our Group as of the Latest Practicable Date	Principal business activities
Shandong Salubris Pharmaceutical Co., Ltd.* (山東信立泰藥業有限公司) (“ Shandong Salubris ”)	PRC	April 2009	100.00%	Manufacturing of pharmaceutical products and import and export of pharmaceutical products
Huizhou Salubris Pharmaceutical Co., Ltd.* (惠州信立泰藥業有限公司) (“ Huizhou Salubris ”)	PRC	March 2011	100.00%	Manufacturing of pharmaceutical products and related pharmaceutical preparations
Chengdu Salubris	PRC	January 2011	100.00%	R&D and manufacturing of biopharmaceutical products and related biotechnology products
Salubris (Suzhou) Pharmaceuticals Co., Ltd.* (信立泰(蘇州)藥業有限公司) (“ Suzhou Salubris ”)	PRC	September 2010	100.00%	Manufacturing and development of pharmaceutical products

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Company name	Place of establishment	Date of establishment	Equity interest attributable to our Group as of the Latest Practicable Date	Principal business activities
Salubris Medtech	PRC	March 2009	87.36%	R&D, manufacturing and sale of medical devices
Salubris Bio	Massachusetts, United States	August 2016	99.55%	R&D of biotherapeutic and biopharmaceutical products

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we have not conducted any acquisitions, disposals or mergers that we consider to be material to us.

REASONS FOR THE [REDACTED]

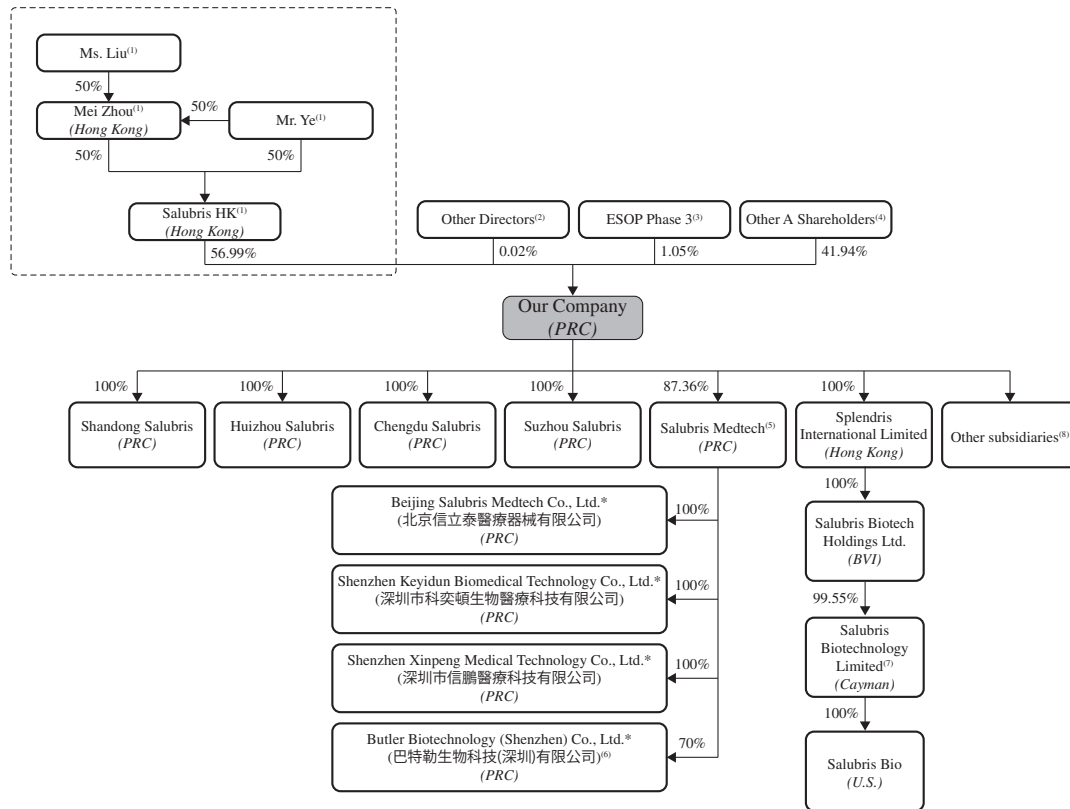
We seek to be [REDACTED] on the [REDACTED] in order to provide further capital for the development and expansion of our business and to provide an additional fundraising platform for our Company should the need arise, which will increase our financing flexibility, allow us to gain access to a broader [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]

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OUR CORPORATE STRUCTURE

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



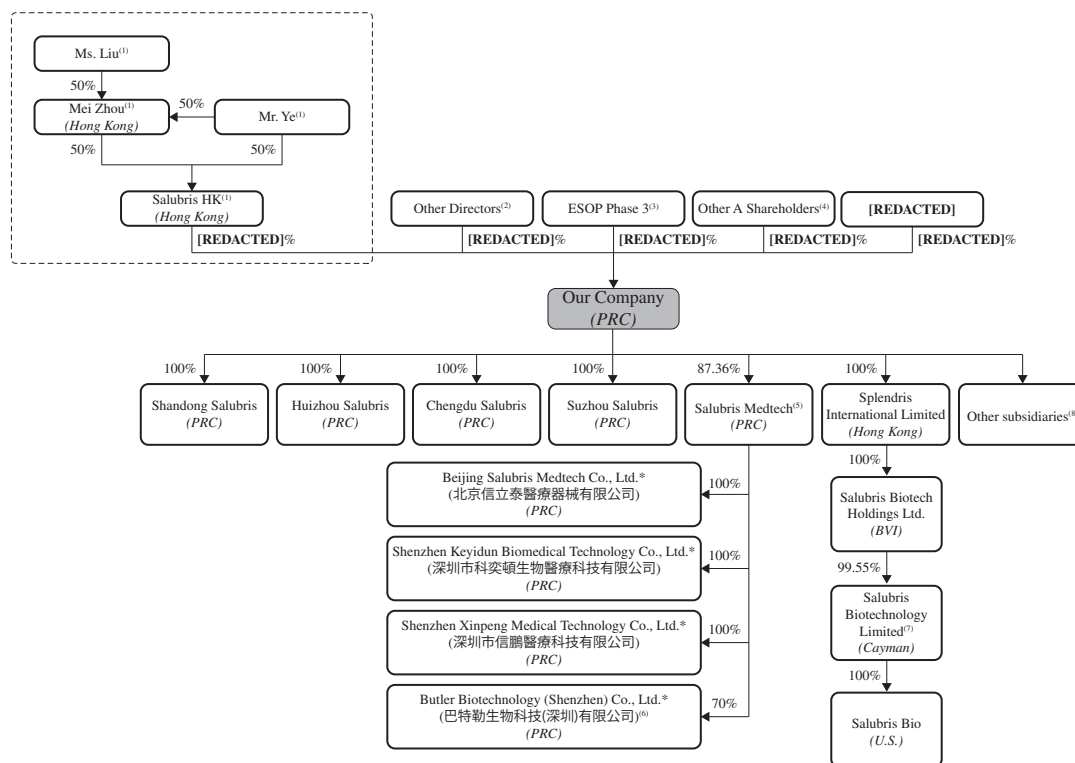
Notes:

- (1) Salubris HK, Mei Zhou, Mr. Ye and Ms. Liu form a group of Controlling Shareholders of our Company. For further details of our Controlling Shareholders, see “Relationship with our Controlling Shareholders” in this document.
- (2) As of the Latest Practicable Date, Mr. Yan Jie (顏傑) and Mr. Yang Jianfeng (楊健鋒), each an executive Director, directly held 133,099 and 117,700 A Shares, respectively, each representing approximately 0.01% of the total issued share capital of our Company.
- (3) As of the Latest Practicable Date, our ESOP Phase 3 held 11,728,848 A Shares, representing approximately 1.05% of our total issued share capital. As of the Latest Practicable Date, Mr. Yan Jie (顏傑), Mr. Yang Jianfeng (楊健鋒) and Dr. Xu Wenjie (許文傑), each an executive Director, held 750,000, 400,000 and 150,000 A Shares as a participant under ESOP Phase 3, respectively, representing approximately 0.07%, 0.04% and 0.01% of our total issued share capital, respectively. For further details of grantees under ESOP Phase 3, see “Statutory and General Information—D. ESOP Phase 3” in this document. As the shareholders’ rights in respect of these A Shares are exercised by the scheme management committee of ESOP Phase 3 comprising three members, all of whom are connected persons of our Company, the A Shares held by ESOP Phase 3 are not counted towards the [REDACTED].
- (4) Other A Shareholders include Runfu Investment, a connected person of our Company which, as of the Latest Practicable Date, held 14,991,452 A Shares, representing approximately 1.34% of the total issued share capital of our Company. As of the Latest Practicable Date, Runfu Investment was held as to 84.32% by Mr. Chen Zhiming, a connected person of our Company, and 15.68% by Mr. Cai Junfeng (蔡俊峰), an Independent Third Party.
- (5) As of the Latest Practicable Date, the remaining equity interest in Salubris Medtech was held as to approximately 6.13% by Shenzhen Xinxin Industrial M&A Equity Investment Fund Partnership (Limited Partnership)* (深圳信石信興產業併購股權投資基金合夥企業(有限合夥)), approximately 2.65% by Hongxinmin Biotechnology (Suzhou) Co., Ltd. (鴻歆敏生物科技(蘇州)有限公司), approximately 2.24% by Shenzhen Xinxin Enterprise Management Partnership (Limited Partnership)* (深圳信芯企業管理合夥企業(有限合夥)) (“Shenzhen Xinxin”), approximately 1.20% by Mr. Chen Yilong (陳奕龍) and approximately 0.41% by three other shareholders. Shenzhen Xinxin is a limited partnership incorporated in the PRC on November 9, 2022 in which Mr. Kevin Sing Ye, our executive Director, acts as the general partner and is therefore a connected person of our Company. To the best of the knowledge of our Company and as of the Latest Practicable Date, other than Shenzhen Xinxin, all remaining shareholders of Salubris Medtech were Independent Third Parties.
- (6) As of the Latest Practicable Date, the remaining equity interest in Butler was held as to 19.32% by Runxinde, 5.45% by Hongxin Ruiyuan, 4.48% by Yihe, and 0.75% by Hongxinmin, each an Independent Third Party. As of the Latest Practicable Date, Butler wholly owned Butler Biotechnology (Suzhou) Co., Ltd.* (巴特勒生物科技(蘇州)有限公司) and Lilan Biotechnology (Suzhou) Co., Ltd.* (利蘭生物科技(蘇州)有限公司).

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- (7) As of the Latest Practicable Date, the remaining 0.45% equity interest in Salubris Biotechnology Limited was held by seven shareholders, each of whom was a grantee under a share incentive plan adopted by Salubris Biotechnology Limited in 2021 and an Independent Third Party. For further details of the share incentive plan, see Note 36 to the Accountants’ Report in Appendix I to this document.
- (8) As of the Latest Practicable Date, these include Shenzhen Jianshankang Pharmaceutical Co., Ltd.* (深圳市健善康醫藥有限公司) and Salubris Life Sciences (Shenzhen) Co., Ltd.* (信立泰生命科學(深圳)有限公司), both wholly-owned subsidiaries of the Company, and Ningbo Meishan Bonded Port Area Wosheng Jingjia Equity Investment Partnership (Limited Partnership)* (寧波梅山保稅港區沃生靜嘉股權投資合夥企業(有限合夥)) (“Wosheng Jingjia”), in which the Company held 75.97% of partnership interest. As of the Latest Practicable Date, the remaining partnership interest in Wosheng Jingjia was held as to 7.41% by Shanghai Yellow River Health Technology Group Co., Ltd.* (上海黃河健康科技集團有限公司), 2.00% by Ningbo Meishan Bonded Port Area Wosheng Investment Management Co., Ltd.* (寧波梅山保稅港區沃生投資管理有限公司) as the general partner, and by five individual limited partners each holding less than 5% of Wosheng Jingjia’s partnership interest. To the best knowledge of the Company and as of the Latest Practicable Date, each of the remaining limited partners of Wosheng Jingjia was an Independent Third Party.

The corporate structure of our Group immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised) is as follows:



Notes (1) to (8): Please see the corresponding notes on the preceding page.