

## **FURTHER INFORMATION ABOUT OUR COMPANY**

### **Incorporation**

Our Company was established as a limited liability company in the PRC on November 13, 2009 and was converted into a joint stock limited company on December 29, 2020 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB374,929,920.

Our Company has established a place of business in Hong Kong at 40th Floor, Dah Sing Financial Center, No. 248 Queen’s Road East, Wanchai, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong July 16, 2021 under Part 16 of the Companies Ordinance. Ms. Au Wai Ching (區慧晶), one of our joint company secretaries, has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Appendix VI – Summary of Articles of Association” in this Document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Appendix V – Summary of Principal Legal and Regulatory Provisions” in this Document.

### **Changes in Share Capital**

On November 13, 2009, our Company was incorporated with a registered capital of RMB1.00 million.

Save as disclosed in the section headed “History, Reorganization and Corporate Structure” in this Document, there were no change in the share or registered capital of our Company within the two years immediately preceding the date of this Document.

For more details, see “History, Reorganization and Corporate Structure”. Save as aforesaid, as of the Latest Practicable Date, there had been no alterations of our share capital within the two years preceding the date of publication of this Document.

### **Corporate Reorganization**

Our Company has gone through corporate reorganization. For details, see “History, Reorganization and Corporate Structure.”

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### Resolutions of Our Shareholders

Pursuant to a general meeting held on July 5, 2021, among other things, our Shareholders resolved that:

- (a) the issuance by our Company of the H Shares of nominal value of RMB1.00 each and such H Shares being [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their [REDACTED]) of the [REDACTED] of not more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to the Board to amend the Articles of Association for the purpose of the Company’s [REDACTED]; and
- (d) authorization of the Board to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

### Changes in Share Capital of Our Subsidiaries

Our subsidiaries as of the Latest Practicable Date was set out in Note 1 to the Accountants’ Report in Appendix I to this Document.

Save as disclosed in the section headed “History, Reorganization and Corporate Structure”, there were no change in the share or registered capital of our subsidiaries within the two years immediately preceding the date of this Document.

## FURTHER INFORMATION ABOUT OUR BUSINESS

### Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this Document that are or may be material:

1. the capital increase agreement of our Company in an aggregate amount of RMB797.73 million, dated September 9, 2020 entered into among our Company, Shen Yuelel (沈月雷), Ni Jian (倪健), BioVeda China Fund II RMB, Limited (百奧維

達中國人民幣基金有限公司), State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership) (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership) (國投高新(深圳)創業投資基金(有限合夥)), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership) (國投(寧波)科技成果轉化創業投資基金合夥企業(有限合夥)), Astral Eminent Limited, Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership) (北京元清本草股權投資中心(有限合夥)), COWIN CHINA GROWTH FUND I, L.P., Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership) (招銀成長柒號投資(深圳)合夥企業(有限合夥)), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership) (深圳市招銀共贏股權投資合夥企業(有限合夥)), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.) (深圳市招銀朗曜成長股權投資基金合夥企業(有限合夥)), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership) (國壽成達(上海)健康產業股權投資中心(有限合夥)), SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)), Shanghai Biofortune Medical Investment Partnership (Limited Partnership) (上海百奧財富醫療投資合夥企業(有限合夥)), Zhu Mingchen (朱明臣), Beijing Eucure Evergreen Technology Development Center (Limited Partnership) (北京祐和常青科技發展中心(有限合夥)), Beijing Baiao Evergreen Technology Development Center (Limited Partnership) (北京百奧常青科技發展中心(有限合夥)), Beijing Baiao Changsheng Technology Development Center (Limited Partnership) (北京百奧常盛科技發展中心(有限合夥)), and Eucure (Beijing) Biopharma Co., Ltd.\*(祐和醫藥科技(北京)有限公司), in relation to the increase of registered capital of our Company;

2. the capital increase agreement of our Company dated September 23, 2020 entered into among our Company, Shen Yuelei (沈月雷), Ni Jian (倪健), BioVeda China Fund II RMB, Limited (百奧維達中國人民幣基金有限公司), State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership) (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership) (國投高新(深圳)創業投資基金(有限合夥)), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership) (國投(寧波)科技成果轉化創業投資基金合夥企業(有限合夥)), Astral Eminent Limited, Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership) (北京元清本草股權投資中心(有限合夥)), COWIN CHINA GROWTH FUND I, L.P., Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership) (招銀成長柒號投資(深圳)合夥企業(有限合夥)), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership) (深圳市招銀共贏股權投資合夥企業(有限合夥)), Shenzhen

Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.) (深圳市招銀朗曜成長股權投資基金合夥企業(有限合夥)), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership) (國壽成達(上海)健康產業股權投資中心(有限合夥)), SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)), Shanghai Biofortune Medical Investment Partnership (Limited Partnership) (上海百奧財富醫療投資合夥企業(有限合夥)), Zhu Mingchen (朱明臣), Beijing Eucure Evergreen Technology Development Center (Limited Partnership) (北京祐和常青科技發展中心(有限合夥)), Beijing Baiao Evergreen Technology Development Center (Limited Partnership) (北京百奧常青科技發展中心(有限合夥)), Beijing Baiao Changsheng Technology Development Center (Limited Partnership) (北京百奧常盛科技發展中心(有限合夥)), Shenzhen Zhaoyin Chengzhang Shijiuhao Equity Investment Fund Partnership (Limited Partnership) (深圳市招銀成長拾玖號股權投資基金合夥企業(有限合夥)), CMB International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership) (珠海市成長共贏創業投資基金(有限合夥)), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership) (江蘇國壽泉股權投資中心(有限合夥)), PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥)), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership) (新余市同創國盛科創產業投資合夥企業(有限合夥)), Yiwu Shenyuan Investment Management Partnership (Limited Partnership) (義烏神元投資管理合夥企業(有限合夥)) and Beijing Eucure Changsheng Technology Development Center (Limited Partnership) (北京祐和常盛科技發展中心(有限合夥)), in relation to (i) the increase of registered capital of our Company for an aggregate amount of RMB850 million; (ii) the equity transfer of a total of RMB418,617 of the registered share capital in our Company from Shen Yuelei (沈月雷) to Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership) (北京元清本草股權投資中心(有限合夥)) at a consideration of RMB40 million, the equity transfer of a total of RMB313,963 of the registered share capital in our Company from Shen Yuelei (沈月雷) to Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership) (新余市同創國盛科創產業投資合夥企業(有限合夥)) at a consideration of RMB30 million and the equity transfer of a total of RMB209,308 of the registered share capital in our Company from SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)) to Yiwu Shenyuan Investment Management Partnership (Limited Partnership) (義烏神元投資管理合夥企業(有限合夥)) at a consideration of RMB20 million, and (iii) as one of the attachments thereto, an additional capital increase agreement of our Company dated the even date and entered into amongst the aforementioned parties, for an amount of RMB29.02 million into our Company's registered capital by Beijing Eucure Changsheng Technology Development Center (Limited Partnership) (北京祐和常盛科技發展中心(有限合夥));

3. the capital increase agreement of our Company in an aggregate amount of RMB29.02 million, dated September 23, 2020 entered into among our Company, Shen Yuelei (沈月雷), Ni Jian (倪健), BioVeda China Fund II RMB, Limited (百奧維達中國人民幣基金有限公司), State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership) (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership) (國投高新(深圳)創業投資基金(有限合夥)), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership) (國投(寧波)科技成果轉化創業投資基金合夥企業(有限合夥)), Astral Eminent Limited, Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership) (北京元清本草股權投資中心(有限合夥)), COWIN CHINA GROWTH FUND I, L.P., Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership) (招銀成長柒號投資(深圳)合夥企業(有限合夥)), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership) (深圳市招銀共贏股權投資合夥企業(有限合夥)), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.) (深圳市招銀朗曜成長股權投資基金合夥企業(有限合夥)), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership) (國壽成達(上海)健康產業股權投資中心(有限合夥)), SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)), Shanghai Biofortune Medical Investment Partnership (Limited Partnership) (上海百奧財富醫療投資合夥企業(有限合夥)), Zhu Mingchen (朱明臣), Beijing Eucure Evergreen Technology Development Center (Limited Partnership) (北京祐和常青科技發展中心(有限合夥)), Beijing Baiao Evergreen Technology Development Center (Limited Partnership) (北京百奧常青科技發展中心(有限合夥)), Beijing Baiao Changsheng Technology Development Center (Limited Partnership) (北京百奧常盛科技發展中心(有限合夥)), Shenzhen Zhaoyin Chengzhang Shijiu hao Equity Investment Fund Partnership (Limited Partnership) (深圳市招銀成長拾玖號股權投資基金合夥企業(有限合夥)), CMB International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership) (珠海市成長共贏創業投資基金(有限合夥)), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership) (江蘇國壽韋泉股權投資中心(有限合夥)), PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥)), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership) (新余市同創國盛科創產業投資合夥企業(有限合夥)), Yiwu Shenyuan Investment Management Partnership (Limited Partnership) (義烏神元投資管理合夥企業(有限合夥)), and Beijing Eucure Changsheng Technology Development Center (Limited Partnership) (北京祐和常盛科技發展中心(有限合夥)), in relation to the increase of registered capital of our Company;

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4. the capital increase agreement of Eucure (Beijing) Biopharma Co., Ltd.\* (祐和醫藥科技(北京)有限公司) in an aggregate amount of RMB300 million, entered into on January 18, 2021, between our Company and Eucure (Beijing) Biopharma Co., Ltd.\*(祐和醫藥科技(北京)有限公司) in relation to the increase of registered capital of Eucure (Beijing) Biopharma Co., Ltd.\*(祐和醫藥科技(北京)有限公司);
  
5. the capital increase agreement of our Company in an aggregate amount of RMB3.11 million, dated May 31, 2021 entered into among our Company, Shen Yuelei (沈月雷), Ni Jian (倪健), BioVeda China Fund II RMB, Limited (百奧維達中國人民幣基金有限公司), State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership) (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership) (國投高新(深圳)創業投資基金(有限合夥)), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership) (國投(寧波)科技成果轉化創業投資基金合夥企業(有限合夥)), Astral Eminent Limited, Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership) (北京元清本草股權投資中心(有限合夥)), COWIN CHINA GROWTH FUND I, L.P., Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership) (招銀成長柒號投資(深圳)合夥企業(有限合夥)), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership) (深圳市招銀共贏股權投資合夥企業(有限合夥)), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.) (深圳市招銀朗曜成長股權投資基金合夥企業(有限合夥)), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership) (國壽成達(上海)健康產業股權投資中心(有限合夥)), SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)), Shanghai Biofortune Medical Investment Partnership (Limited Partnership) (上海百奧財富醫療投資合夥企業(有限合夥)), Zhu Mingchen (朱明臣), Beijing Eucure Evergreen Technology Development Center (Limited Partnership) (北京祐和常青科技發展中心(有限合夥)), Beijing Baiao Evergreen Technology Development Center (Limited Partnership) (北京百奧常青科技發展中心(有限合夥)), Beijing Baiao Changsheng Technology Development Center (Limited Partnership) (北京百奧常盛科技發展中心(有限合夥)), Shenzhen Zhaoyin Chengzhang Shijiuhao Equity Investment Fund Partnership (Limited Partnership) (深圳市招銀成長拾玖號股權投資基金合夥企業(有限合夥)), CMB International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership) (珠海市成長共贏創業投資基金(有限合夥)), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership) (江蘇國壽惠泉股權投資中心(有限合夥)), PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥)), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership) (新余市同創國盛科創產業投資合夥企業(有限合夥)), Yiwu Shenyan Investment Management Partnership (Limited

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- Partnership) (義烏神元投資管理合夥企業(有限合夥)), Beijing Eucure Changsheng Technology Development Center (Limited Partnership) (北京祐和常盛科技發展中心(有限合夥)), Nanjing Wedo Alpha Venture Capital Partnership (Limited Partnership) (南京葦渡阿爾法創業投資合夥企業(有限合夥)), LBC Sunshine Healthcare Fund II L.P., CTW Finance Limited, ORBIMED NEW HORIZONS MASTER FUND, L.P., Cbio Mice Investment Limited, and Octagon Investments Master Fund LP, in relation to the increase of registered capital of our Company;
6. the capital increase agreement of Doma Biopharmaceutical (Suzhou) Co., Ltd\* (多瑪醫藥科技(蘇州)有限公司) in an aggregate amount of RMB940 million, dated May 27, 2022, entered into among our Company, Doma Biopharmaceutical (Suzhou) Co., Ltd\* (多瑪醫藥科技(蘇州)有限公司), Shanghai Kuang Xing Corporate Management Center (Limited Partnership)\*(上海曠興企業管理中心(有限合夥)), Shenzhen Zhaoyin Chengzhang Shibahao Equity Investment Partnership Corporation (Limited Partnership)\* (深圳市招銀成長拾捌號股權投資基金合夥企業(有限合夥)), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership) (江蘇國壽遼泉股權投資中心(有限合夥)), PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥)), Suzhou Industrial Park Hefeng Leading Venture Capital Partnership (Limited Partnership)\* (蘇州工業園區禾豐領軍創業投資合夥企業(有限合夥)), Taiping (Shenzhen) Healthcare Industry Private Equity Investment Fund Partnership (Limited Partnership)\* (太平(深圳)醫療健康產業私募股權投資基金合夥企業(有限合夥)), and Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership) (珠海市成長共贏創業投資基金(有限合夥)) in relation to the increase of registered capital of Doma Biopharmaceutical (Suzhou) Co., Ltd\* (多瑪醫藥科技(蘇州)有限公司); and
7. the [REDACTED].










### Intellectual Property Rights

#### Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Registered Owner
1.		Our Company
2.	B-NDG	Our Company
3.	B-PDX	Our Company
4.		Our Company

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No.	Trademark	Registered Owner
5.		Our Company
6.		Our Company
7.	百奥赛图	Our Company
8.	RenMab	Our Company
9.	百奥赛图 BIOCYTOGEN	Our Company
10.	EGE	Our Company
11.	RenMab	Our Company
12.	RenMab Mouse	Our Company
13.	RenNano	Our Company
14.	RenLite	Our Company
15.		Our Company
16.	枫叶宠物	Our Company
17.	祐和	Eucure (Beijing)
18.	Eucure	Eucure (Beijing)
19.		Eucure (Beijing)
20.		Our Company
21.	BIOMICE	Our Company
22.	(A) 	Our Company
	(B) 	
	(as a series of marks)	
23.	(A) 	Our Company
	(B) 	
	(as a series of marks)	



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### *Domain Name*

As of the Latest Practicable Date, we had registered the following internet domain name which we consider to be or may be material to our business:

No.	Domain Name	Owner	Expiry Date
1	bbctg.com.cn	Our Company	April 13, 2027
2	bbctgyw.com	Our Company	August 26, 2023
3	biocytogen.com.cn	Our Company	December 14, 2030
4	eucre.com	Eucre (Beijing)	July 27, 2022
5	biomice.com.cn	Biocytogen Jiangsu	February 9, 2031

### *Patents*

For a discussion of the details of the material granted patents and filed patent applications by the Company in connection with our clinical and pre-clinical products, see “Business – Intellectual Property.”

Save as aforesaid, as at the Latest Practicable Date, there were no other trade or service marks, domain names, patents or other intellectual property rights that has been applied for or registered, which were material in relation to our Group’s business.

## FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

### 1. Disclosure of Interests

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors, Supervisors or chief executive has any interests or short positions in our Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

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*(a) Interests in Our Company*

<u>Name</u>	<u>Position</u>	<u>Nature of Interest</u>	<u>Number and class of Shares held</u>	<u>Approximate percentage of shareholding in the relevant class of Shares immediately after the [REDACTED]</u> (%)	<u>Approximate percentage of shareholding in the total share capital of our Company immediately after the [REDACTED]</u> (%)
Dr. Shen <sup>(1)</sup>	Executive Director	Beneficial owner	26,394,840 Unlisted Shares	[REDACTED]	[REDACTED]
		Interest of spouse	29,004,840 Unlisted Shares	[REDACTED]	[REDACTED]
		Interest in controlled corporations	37,840,860 Unlisted Shares	[REDACTED]	[REDACTED]
			16,854,300 H Shares	[REDACTED]	[REDACTED]
Dr. Ni <sup>(1)</sup>	Executive Director	Beneficial owner	29,004,840 Unlisted Shares	[REDACTED]	[REDACTED]
		Interest of spouse	64,235,700 Unlisted Shares	[REDACTED]	[REDACTED]
			16,854,300 H Shares	[REDACTED]	[REDACTED]

*Note:*

- (1) Dr. Shen and Dr. Ni are spouses. Each of Baiao Evergreen, Baiao Changsheng, Eucure Evergreen and Eucure Changsheng are employee shareholding platforms established in the form of domestic limited liability partnerships in the PRC with Dr. Shen acting as the sole general partner and sole managing partner.

**2. Substantial Shareholders**

For the information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see “Substantial Shareholders.”

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So far as set out below, our Directors are not aware of any persons (other than our Directors, Supervisors or chief executive) will, immediately following the completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group other than our Company:

<u>Our subsidiary</u>	<u>Registered capital</u>	<u>Party with 10% or more equity interest</u>	<u>Approximate percentage of shareholding (%)</u>
Haimen Hechuang Animal Experiment Technology Co., Ltd.* (海門合創動物實驗科技有限公司)	RMB10,000,000	Jiangsu Dongbuzhou Science and Technology Park Group Co., Ltd.* (江蘇東布州科技園集團有限公司), an independent third party	49%

### 3. Service Contracts

Pursuant to Rules 19A.54 and 19A.55 of the Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things, compliance with the relevant laws and regulations, the Articles of Association and applicable provisions on arbitration.

Our Directors entered into service contracts with our Company in [●]. The principal particulars of these service contracts comprise (a) a term of [three] years which is equivalent to the term of the Board; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders’ approval. The service contracts can be renewed pursuant to our Articles of Association and applicable rules.

Each of our Supervisors entered into a contract with our Company in [●]. Each contract contains provisions relating to compliance with relevant laws and regulations, observation of our Articles of Association and resolution of disputes by means of arbitration.

Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors (other than contracts expiring or determinable by the employer within one year without any payment of compensation (other than statutory compensation)).

### 4. Director’s and Supervisors’ Remuneration

Save as disclosed in “Directors, Supervisors and Senior Management” and “Appendix I – Accountants’ Report – Notes to the historical financial information – 9. Directors’ and supervisors’ emoluments” for the two financial years ended December 31, 2020 and 2021 and the four months ended April 30, 2022, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

## 5. Employee Incentive Schemes

The following is a summary of the principal terms of the Employee Incentive Schemes, all of which are not subject to the provisions of Chapter 17 of the Listing Rules as the Schemes does not involve the grant of options by our Company after the [REDACTED]. Given the underlying Shares under the Employee Incentive Schemes had already been issued, there will not be any dilution effect to the issued Shares upon the vesting of the awards under the Employee Incentive Schemes. No further awards will be granted pursuant to the Employee Incentive Schemes after [REDACTED].

As of the Latest Practicable Date, the Company had adopted four Employee Incentive Schemes, namely the Baiao Evergreen Scheme that was adopted on December 26, 2017, the Baiao Changsheng Scheme that was adopted on July 29, 2019, the Eucure Evergreen Scheme that was adopted on September 10, 2020, and the Eucure Changsheng Scheme that was adopted on September 23, 2020, in relation to the four respective Employee Incentive Platforms, namely Baiao Evergreen, Baiao Changsheng, Eucure Evergreen, and Eucure Changsheng. The four Employee Incentive Platforms, in aggregate, held 54,695,160 Shares (comprising 16,854,300 H Shares and 37,840,860 Domestic Shares), representing approximately 14.59% of the existing issued share capital. The Company currently has no plan to make further grant of share awards or otherwise effect any dealings in share awards pursuant to the Employee Incentive Schemes that will be subject to the requirements under Chapter 14A of the Listing Rules. Where applicable, the Company will comply with the relevant Listing Rules in relation to subsequent dealings of share awards under any Employee Incentive Scheme.

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The following table sets out the aggregate effective interests in each of the Employee Incentive Platforms and the equivalent aggregate number of underlying Shares held by our Directors, senior management (other than the executive Directors) and other employees who are Independent Third Parties, respectively.

Employee Incentive Platform	Effective interests in the Employee Incentive Platform (%)	Number of relevant other employees relative to the specified interest range	Number of underlying Shares
Baiao Evergreen	Directors: 18.65		Directors: 3,485,987
	Other senior management: 30.00		Other senior management: 5,606,601
	Supervisors: 8.67		Supervisors: 1,619,683
	Other employees: 42.68		Other employees: 7,976,409
	0.08 – 0.35	51	15,570 – 64,910
	0.42 - 2.67	30	77,870 – 498,370
	4.67 - 5.33	2	872,130 – 996,730
Baiao Changsheng	Directors: 59.47		Director: 11,090,227
	Other senior management: 8.13		Other senior management: 1,516,546
	Other employees: 32.40		Other employees: 6,040,867
	0.01- 0.15	61	2,160 – 28,800
	0.16 - 0.25	81	30,240 – 46,800
	0.27 - 0.38	14	49,680 – 72,360
	0.40 - 0.43	6	78,480 – 75,960
0.45 - 3.70	5	83,160 – 689,410	
Eucure Evergreen	Directors: 8.75		Directors: 416,518
	Other senior management: 76.32		Other senior management: 3,632,034
	Other employees: 14.93		Other employees: 710,288
	0.61 - 0.75	3	28,800 – 35,640
	1.04 - 1.57	4	49,680 – 74,880
	3.39 - 3.91	2	161,280 – 186,120
Eucure Changsheng	Director: 99.20		Director: 12,499,698
	Other senior management: 0.75		Other senior management: 94,004
	Supervisors: 0.05		Supervisors: 6,298

### Objectives

The purpose of the Employee Incentive Schemes is to establish and improve the Company’s long-term incentive mechanism to promote retention and maintain long-term stability for the mutual long term benefit our Group as well as our employees.

*Eligibility*

Pursuant to the scheme documents (the “**Scheme Documents**”) and the award agreements (the “**Award Agreements**”), participants of the Schemes include our Company’s core employees and senior management members. The Award Agreements further provided that the following individuals may not be selected as participants to the Schemes (as applicable):

- Individuals who have not entered into an employment contract with our Company or any of our subsidiaries, or there is no actual labor relations between such individuals and our Company or any of our subsidiaries;
- Individuals who are forbidden to hold the position of director, supervisor or senior management pursuant to the PRC Company Law;
- Employees who have been convicted of crime or in violation of administrative law in the last three years prior to the adoption of the Schemes; and
- Individuals who are not suitable to hold Shares or the continuing holding of Shares of such individuals may affect the completion of the [REDACTED] pursuant to the specifications of the relevant regulators.

*Grant of Awards*

The sole general partner of each Employee Incentive Platform is Dr. Shen. Thus, in effect, all management powers and voting rights of the Employee Incentive Platforms reside with Dr. Shen.

All selected participants do not have any voting rights in our Company. The selected participants will be granted awards in the form of economic interest in the Employee Incentive Platforms as a limited partner of the relevant Employee Incentive Platform. Upon becoming the limited partner of the Employee Incentive Platforms, the selected participants indirectly receive economic interest in the corresponding number of underlying Shares held by the Employee Incentive Platforms.

*Receipt of Economic Interests*

Economic interests will be paid by the Company by way of cash dividends to the relevant selected participants through the relevant Employee Incentive Platform proportionate to such selected participant’s subscription of amount of equity interests in that specific Employee Incentive Platform with reference to such Employee Incentive Platform’s relative holding of Shares in the Company.

*Restrictions on Disposals*

Pursuant to the terms of the Employee Incentive Schemes, the selected participants may not dispose of, transfer, pledge or otherwise encumber his or her interest in the limited partnership for the repayment of debt without the written consent of the our Board.

*Exit Events*

The Company may require selected participants to transfer their partnership interests held by any of the Employee Incentive Scheme to the sole general partner upon occurrence of the certain events in respect of such selected participant, primarily including the following:

- i. death or declaration of his/her death or disappearance by a people’s court;
- ii. the termination of labor contract or employment due to retirement, resignation with Company’s consent, incapacity resulting from work injury, redundancy, dissatisfactory performance;
- iii. unable to perform original duties after a certain period of medical treatment of illness or not-job-related injury and no alternative arrangement can be offered by the Company;
- iv. completion and non-renewal of labor contract;
- v. the Company has decided that it is not advisable for the selected participant to hold such partnership interests in the Employee Incentive Platforms;
- vi. other exit events which are considered having no adverse effects on the Company.

((i) to (vi) together, the “**Positive Exit Events**”)

- vii. violation of rules and regulation of the Company causing a loss of not less than RMB200,000;
- viii. conviction of criminal offense;
- ix. neglect of duties, misconduct, corruption of the selected participant causing significant damages to the Company;
- x. the acceptance or solicitation of bribes, misappropriation and steal of properties, disclosure of business and technical secrets by the selected participants causing significant damages to the Company or its reputation;

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- xi. unapproved resignation;
- xii. the selected participant participated in unauthorized competitive businesses;
- xiii. the dismissal of the selected participant due to his/her misconduct; and
- xiv. other exit events which are considered having adverse effects on the Company.

((vii) to (xiv) together, the “**Negative Exit Events**”)

Subject to any lock up requirements under applicable laws and regulations, the selected participants involved in either Positive Exit Events or Negative Exit events may (as the case may be) (i) retain his/her entitlement; or (ii) dispose of his relevant entitlement to economic interests pursuant to the rules of the relevant Employment Incentive Platform. An exception to such entitlement is that in the event of death or declared death or disappearance by a people’s court during any applicable lock-up period after [REDACTED] or in the case of incapability for civil conduct, the relevant selected participant’s partnership interest held in the respective the Employee Incentive Platforms shall be purchased by the general partner or a third party designated by the general partner at a price that is equivalent to 80% of the average price of the Shares in five trading days prior to the purchase, and the proceeds thereof be allocated to the successor of the participant within 30 days after the exit is known. If such purchase is impracticable, the corresponding number of Shares held by the relevant Employee Incentive Platform that correspond to the interest of such selected participants shall be disposed of by the relevant Employee Incentive Platform within three months after the expiry of the lock-up period and the proceeds of the disposal shall be paid to the successors of the participant and the relevant selected participant shall be removed from the partnership. However in the event of Negative Exit Events, the Company may demand that the relevant selected participant pay compensation for damages (if any) of the Company caused by the Negative Exit Event.

### *Details of the Awards Granted Under the Schemes*

As of the Latest Practicable Date, the aggregate number of Shares underlying the awards granted to the Directors, Supervisors and senior management members was 38,731,320 Shares representing 10.33% of our Company’s total issued share capital, respectively.



**6. Disclaimers**

Saved as disclosed in this Document:

- (a) none of our Directors, Supervisors or any of the parties listed in “Qualification of Experts” of this Appendix is:
  - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this Document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or
  - (ii) materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business;
- (b) save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “Qualification of Experts” of this Appendix:
  - (i) is interested legally or beneficially in any shares in any member of our Group; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (c) none of our Directors or Supervisors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and
- (d) none of our Directors or Supervisors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

**OTHER INFORMATION**

**Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to impose on our Company or our subsidiary.

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### Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and, so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

### Joint Sponsors

The Joint Sponsors have made an [REDACTED] on our behalf to the Listing Committee for the [REDACTED] of, and permission to [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each of the Joint Sponsors will receive a fee of US\$500,000 for acting as a sponsor for the [REDACTED].

### Preliminary Expenses

Our Company did not incur any material preliminary expenses.

### Qualification of Experts

The qualifications of the experts who have given opinions or advice in this Document are as follows:

<b>Name</b>	<b>Qualification</b>
Goldman Sachs (Asia) L.L.C.	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO

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<b>Name</b>	<b>Qualification</b>
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance
Zhong Lun Law Firm	PRC legal adviser to our Company
Zhong Lun Law Firm	PRC IP counsel to our Company
Casimir Jones, S.C.	US IP counsel to our Company
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Asia-Pacific Consulting and Appraisal Limited	Independent property valuer and biological assets appraiser

### Consents of Experts

Each of the experts referred to in “Qualification of Experts” in this Appendix has given and has not withdrawn its respective written consents to the issue of this Document with the inclusion of certificates, letters, opinions or reports and the references to its names included herein in the form and context in which it is respectively included.

None of the experts named above has any of our shareholding interests or rights (whether legally enforceable or not) or any of our members to subscribe for or to nominate persons to subscribe for our securities or any of our member.

### Compliance Advisor

We have appointed Guotai Junan Capital Limited as our Compliance Advisor upon the [REDACTED] in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

### Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is HK\$1.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “Appendix IV – Taxation and Foreign Exchange – Taxation in Hong Kong”.

**No Material Adverse Change**

Save as disclosed in the “Summary – Recent Development and No Material Adverse Change” and “Financial Information – No Material Adverse Change” to this Document, after all due diligence was performed as appropriate as the Directors believe, our Directors confirm that, as of the date of this Document, there has been no material adverse change in our financial position or prospects since April 30, 2022 and there has been no event that materially and adversely affected the data set out in the Accountants’ Report in Appendix I to this Document since April 30, 2022.

**Binding Effect**

This Document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**Miscellaneous**

Save as disclosed in this Document:

- (a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

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- (g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;
- (j) our Company has no outstanding convertible debt securities or debentures;
- (k) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (l) our Company has adopted a code of conduct regarding Directors’ and Supervisors’ securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules.

### Restrictions on Share Repurchases

For details, see “Appendix V – Summary of Principal Legal and Regulatory Provisions” and “Appendix VI – Summary of Articles of Association.”

### Bilingual Document

The English language and Chinese language versions of this Document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### Promoters

The promoters of our Company are all of the 28 then shareholders of our Company as at December 29, 2020 before our conversion into a joint stock limited liability company. Save as disclosed in this Document, within the two years immediately preceding the date of this Document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] or the related transactions described in this Document.