
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We are a biotechnology company dedicated to developing BsAb-based therapies to treat cancer-associated complications, cancer and age-related ophthalmologic diseases.

Our history can be traced back to the establishment of Wuhan YZY Biopharma Limited Company (武漢友芝友生物製藥有限公司) on July 8, 2010, the predecessor of the Company prior to its conversion into a joint stock company under the laws of the PRC. On January 13, 2022, pursuant to the promoters’ agreement among the then Shareholders, the Company was converted into a joint stock limited liability company with its corporate name changed to Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司). As of the Latest Practicable Date, the registered capital of the Company was RMB182,000,000, divided into 182,000,000 Shares, with a nominal value of RMB1.00 each.

MILESTONES

The following sets out a summary of our key development milestones since our inception:

Year	Milestone(s)
July 2010	The predecessor of the Company, Wuhan YZY Biopharma Limited Company (武漢友芝友生物製藥有限公司) was established The initiation of BsAb platform development
May 2012	Established a GMP-compliant quality system
November 2012	The initiation of M802 R&D The filing of the PCT patent application “Bispecific antibody” for the protection of the YBODY [®] platform
July 2013	The initiation of M701 R&D
December 2013	The determination of molecule structure of M802 and M701
June 2014	Novel Bispecific Antibody Drugs for the Treatment of Tumors Development Project (“新型腫瘤治療性雙特異性抗體藥物開發課題”) selected for the Major Science and Technology Special Project for “Significant New Drugs Development” (“重大新藥創制”科技重大專項) under the Twelfth Five-year Plan

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<u>Year</u>	<u>Milestone(s)</u>
September 2015	M701 selected for the Major Science and Technology Special Project for “Significant New Drugs Development” (“重大新藥創制”科技重大專項) under the Twelfth Five-year Plan
April 2016	M802 became the first BsAb to file IND application in China
August 2016	Completed Series Pre-A Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB50 million
February 2017	Patent protection for our YBODY [®] platform in U.S. expanded to cover 35 targets M701 became the second BsAb to file IND application in China
September 2017	Obtained NMPA IND approval for our clinical investigation of M802 in China, which is China’s first IND approval for self-developed BsAb
February 2018	Obtained NMPA IND approval for our clinical investigation of M701 in China, which is China’s second IND approval for self-developed BsAb
March 2018	The establishment of the Check-BODY platform
April 2018	Completed Series A Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB157.2 million
December 2018	Patent issued for the protection of M802 in China Patent issued for the protection of our YBODY [®] platform in CD3 and HER2 targets in U.S. The establishment of the Nano-YBODY [™] platform
July 2019	PCT patent application for the protection of our Check-BODY platform was filed
August 2019	Obtained FDA IND approval for our clinical investigation of M802 in U.S.
October 2019	Obtained FDA IND approval for our clinical investigation of M701 in U.S.

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<u>Year</u>	<u>Milestone(s)</u>
February 2020	The establishment of the UVAX [®] platform
August 2020	Obtained FDA IND approval for our clinical investigation of Y150 in U.S.
January 2021	Completed Series B Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB168.7 million
	Obtained NMPA IND approval for our clinical investigation of Y150 in rrMM in China
	Obtained FDA IND approval for our clinical investigation of Y101D for solid tumors in U.S.
February 2021	Completed Series B+ Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB20 million
May 2021	Obtained NMPA IND approval for our clinical investigation of Y101D in metastatic or locally advanced solid tumors in China
August 2021	Completed Series B++ Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB73.5 million
December 2021	Obtained NMPA IND approval for our clinical investigation of Y2019 in China
	Initiated a Phase II clinical trial for M701 monotherapy in combination with systematic treatment (including targeted therapy, immunotherapy or chemotherapy) for MA in patients with EpCAM-positive carcinomas in China
January 2022	The Company was converted into a joint stock limited company with its corporate name changed to “Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司)”
July 2022	Obtained IND approval for a Phase Ib/II clinical trial of M701 for the treatment of MPE in China
	Entered into asset transfer agreement with CMS Vision for Y400
October 2022	Completed Series C Financing ⁽¹⁾ and raised an aggregate amount of approximately RMB200 million

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Year	Milestone(s)
December 2022	Obtained the IND approval for a Phase Ib/II clinical trial of Y101D in combination with gemcitabine and albumin paclitaxel as the first-line treatment for pancreatic cancer patients in China
	Obtained IND approval for a Phase Ib/II clinical trial of Y101D in combination with bevacizumab in treating HCC and other advanced solid tumors in China
April 2023	Obtained IND approval for Y332 for metastatic or locally advanced solid tumors
	Obtained IND approval for Y400 for wAMD and DME

(1) Completion of relevant rounds of financing of the Company refers to the completion of the industrial and commercial registration.

OUR SUBSIDIARIES

The following table sets out certain information of our three subsidiaries as of the Latest Practicable Date:

Subsidiaries	Date and place of establishment	Registered capital	Equity interest attributable to our Group	Principal activities
Shijiazhuang Shiyou	April 21, 2020; PRC	RMB1,000,000	100%	Investment vehicle with no substantial business operation
Nanjing Youbodi	December 29, 2020; PRC	RMB20,000,000	100%	Investment vehicle with no substantial business operation
Wuhan Youwei	March 22, 2021; PRC	RMB1,000,000	100%	R&D (including clinical development) of vaccine

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ESTABLISHMENT AND CORPORATE DEVELOPMENT

Establishment and Major Shareholding Changes in the Company Prior to 2016

On July 8, 2010, the predecessor of the Company, Wuhan YZY Biopharma Limited Company (武漢友芝友生物製藥有限公司), was established under the laws of the PRC with a registered capital of RMB50,000,000 by Yuan Qian, Guangdong Huakai Investment Co., Ltd. (廣東鐸凱投資有限公司) (“**Huakai Investment**”, a limited liability company established in the PRC on June 7, 2007), Dr. Zhou Hongfeng and Ou Jinglan (mother of Dr. Zhou Pengfei), holding 60.00%, 19.00%, 11.00% and 10.00% of the Company’s then registered capital, respectively. At the time of the establishment of the predecessor of the Company, Huakai Investment was owned as to 35.00% by Dr. Zhou Hongfeng (also then a director of Huakai Investment) and as to 65.00% by three other individual shareholders. The three individual shareholders respectively held 38.00%, 18.00% and 9.00% of the registered capital of Huakai Investment and were independent third parties. In addition, Huakai Investment and the aforesaid three individual shareholders were also independent from Dr. Zhou Pengfei, Yuan Qian and Ou Jinglan. Dr. Zhou Hongfeng saw the great potential of the Company’s business and convinced the other shareholders of Huakai Investment to invest in the Company. On the other hand, Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei (collectively, the “**Founders**”) are alumni of Tongji Medical College of Huazhong University of Science and Technology (華中科技大學同濟醫學院) and became acquainted with each other by then. Ou Jinglan, through her son, Dr. Zhou Pengfei, also became acquainted with Yuan Qian and Dr. Zhou Hongfeng. After graduation, Yuan Qian started his own business and obtained substantial investment experience; Dr. Zhou Hongfeng first served as a university teacher and then mainly engaged in operation affairs in the medical industry; and Dr. Zhou Pengfei obtained rich clinical and management experience through studying abroad and working in a large pharmaceutical company. For details, please refer to the paragraphs headed “Directors, Supervisors and Senior Management – Directors” in this document. The Founders had insight into the strong market demand in the domestic pharmaceutical industry and emerged with the vision of discovering and developing innovative drugs for healthier lives of patients. With a view to exploring the potential of the industry, they decided to establish a biotechnology company that is dedicated to developing BsAb-based therapies to treat cancer or cancer-associated complications and age-related ophthalmologic diseases. To facilitate the Company’s establishment, Dr. Zhou Pengfei sought financial support from Ou Jinglan, who contributed 10.00% of the Company’s then registered capital and owned corresponding equity interest.

On April 10, 2014, Huakai Investment transferred 19% of the equity interest in the Company to Dr. Zhou Hongfeng at a consideration of RMB9,500,000, reflecting the amount of registered capital of the Company being transferred. After such equity transfer, the Company was owned by Yuan Qian, Dr. Zhou Hongfeng and Ou Jinglan as to 60.00%, 30.00% and 10.00%, respectively.

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On April 16, 2014, the registered capital of the Company was increased from RMB50,000,000 to RMB100,000,000 and Yuan Qian, Dr. Zhou Hongfeng and Ou Jinglan contributed RMB30,000,000, RMB15,000,000 and RMB5,000,000, respectively, reflecting their then respective equity interest percentage in the Company.

On December 2, 2015, Yuan Qian, Dr. Zhou Hongfeng and Ou Jinglan transferred 4.8%, 2.4% and 0.8% of the equity interest in the Company, respectively, to Wuhan Caizhi, a limited partnership established on September 21, 2015, as an employee incentive platform of the Company, at the cash consideration of RMB4,800,000, RMB2,400,000 and RMB800,000, respectively, reflecting the amount of registered capital of the Company being transferred. For more details on the employee incentive platforms of the Company, please refer to the paragraphs headed “– Employee Incentive Platforms” in this section. Immediately after the above-mentioned equity transfer, the Company was owned by Yuan Qian, Dr. Zhou Hongfeng, Ou Jinglan and Wuhan Caizhi as to 55.20%, 27.60%, 9.20% and 8.00%, respectively.

Series Pre-A Financing

Pursuant to the capital contribution agreement dated February 2, 2016, the registered capital of the Company was increased from RMB100,000,000 to RMB110,000,000, and the following series pre-A financing investors, both of which were independent third parties, agreed to subscribe the increased registered capital of RMB10,000,000 of the Company at an aggregate consideration of RMB50,000,000 (the “**Series Pre-A Financing**”). The consideration of the Series Pre-A Financing was determined based on arm’s length negotiations among the relevant parties taking into account the then development of the Company’s drug candidates. The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series Pre-A Financing were as follows:

Subscribers	Registered capital subscribed for <i>(RMB)</i>	Consideration paid <i>(RMB)</i>
Ningbo Panlin Qianyuan Equity Investment Partnership (Limited Partnership) (寧波磐霖仟源股權投資合夥企業(有限合夥)) (“ Panlin Qianyuan ”)	6,000,000	30,000,000
Beijing Shengnuoji Pharmaceutical Technology Co., Ltd (北京盛諾基醫藥科技有限公司) (“ Beijing Shengnuoji ”)	4,000,000	20,000,000
Total	10,000,000	50,000,000

Upon the completion of the Series Pre-A Financing, the Company was owned by Yuan Qian, Dr. Zhou Hongfeng, Ou Jinglan, Wuhan Caizhi, Panlin Qianyuan and Beijing Shengnuoji as to approximately 50.18%, 25.09%, 8.36%, 7.27%, 5.45% and 3.64%, respectively.

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Equity Transfers in 2016 and 2017

After the completion of the Series Pre-A Financing and prior to the Series A Financing (as defined below), there were three rounds of equity transfers, the details of which were set out as follows:

Date of the equity transfer agreements	Transferees	Transferors	Registered capital acquired (RMB)	Consideration (RMB)	Basis of consideration
September 1, 2016	Dr. Zhou Pengfei	Ou Jinglan (mother of Dr. Zhou Pengfei)	9,200,000	9,200,000	reflecting the amount of registered capital of the Company being transferred
November 29, 2016	Yuan Qian	Panlin Qianyuan	3,312,000	17,043,643	determined based on arm’s length negotiations among the relevant parties taking into account the previous investment costs of Panlin Qianyuan
	Dr. Zhou Hongfeng		1,656,000	8,521,822	negotiations among the relevant parties taking into account the previous investment costs of Panlin Qianyuan
	Dr. Zhou Pengfei		552,000	2,840,607	negotiations among the relevant parties taking into account the previous investment costs of Panlin Qianyuan
	Wuhan Caizhi		480,000	2,470,093	negotiations among the relevant parties taking into account the previous investment costs of Panlin Qianyuan
July 12, 2017	Wuhan Caizhi	Yuan Qian	4,812,000	5,941,284.02	determined based on all the previous investment costs of Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei, taking into account that Wuhan Caizhi is an employee incentive platform of the Company
		Dr. Zhou Hongfeng	2,406,000	2,970,642.01	determined based on all the previous investment costs of Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei, taking into account that Wuhan Caizhi is an employee incentive platform of the Company
		Dr. Zhou Pengfei	802,000	990,214	determined based on all the previous investment costs of Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei, taking into account that Wuhan Caizhi is an employee incentive platform of the Company

The above three rounds of equity transfers in 2016 and 2017 were fully settled on August 1, 2019 and upon the completion of the three rounds of equity transfers in 2016 and 2017, the Company was owned by Yuan Qian, Dr. Zhou Hongfeng, Wuhan Caizhi, Dr. Zhou Pengfei and Beijing Shengnuoji as to approximately 48.82%, 24.41%, 15.00%, 8.14% and 3.64%, respectively.

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Series A Financing

The Company underwent series A financing in 2018 through capital increase and equity transfers (the “**Series A Financing**”). In 2017, CSPC was introduced to the Founders as a potential investor. As confirmed by CSPC-NBP, it was confident in the Company’s business and drug candidates and felt optimistic about the Company’s future prospects considering the Company’s execution-driven management and R&D teams. On the other hand, by virtue of CSPC being a well-known pharmaceutical company listed on the Stock Exchange and CSPC Group having comprehensive and quality resources for clinical trials and product commercialization, the Founders decided to introduce CSPC-NBP, a wholly-owned subsidiary of CSPC, as a shareholder to facilitate the Company’s future development.

Subscription of increased registered capital in Series A Financing

Pursuant to the capital contribution agreement dated January 9, 2018 entered into among the Series A Financing investors set forth below and our then Shareholders, the registered capital of the Company was increased from RMB110,000,000 to RMB141,428,600, and the following Series A Financing investors agreed to subscribe the increased registered capital of the Company in a total amount of RMB31,428,600 at an aggregate consideration of RMB157,200,000. The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series A Financing were set out as follow:

Subscribers	Registered capital subscribed for	Consideration
	(RMB)	(RMB)
CSPC-NBP	15,242,900	76,242,000
Shijiazhuang Shidai Weiye Cultural Development Co., Ltd (石家莊市時代偉業文化發展有限公司) (“ Shidai Weiye ”) ⁽¹⁾	8,328,600	41,658,000
Ningbo Meishan Bonded Port Area Guangrui Hongxiang Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區廣瑞弘祥股權投資合夥企業(有限合夥)) (“ Guangrui Hongxiang ”)	7,857,100	39,300,000
Total	31,428,600	157,200,000

(1) Pursuant to an equity transfer agreement dated January 8, 2021 entered into between Shidai Weiye and Hainan Boyou Enterprise Management Consulting Center (Limited Partnership) (海南博友企業管理諮詢中心(有限合夥)) (“**Hainan Boyou**”), Shidai Weiye transferred the entire equity interest it held in the Company to Hainan Boyou at an aggregate consideration of RMB53,000,000, reflecting previous contributions made by Shidai Weiye in the Company (namely, RMB41.658 million paid in the Series A Financing and RMB11.342 million paid in the Additional Consideration (as defined below)). At the time of the equity transfer, Shidai Weiye was owned as to 60% and controlled by Liu Dong (劉東) (also being the general partner of Hainan Boyou). The equity transfer was conducted for the internal restructuring purpose between Shidai Weiye and Hainan Boyou, both ultimately beneficially owned or controlled by Liu Dong. The equity transfer was settled on January 19, 2021.

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Pursuant to a supplemental agreement to the capital contribution agreement dated January 9, 2018 (the “**Supplemental Agreement**”), CSPC-NBP, Shidai Weiye and Guangrui Hongxiang agreed to further contribute a total of RMB42.8 million (namely, RMB20.758 million from CSPC-NBP, RMB11.342 million from Shidai Weiye and RMB10.70 million from Guangrui Hongxiang) in addition to the consideration payable by them in the Series A Financing (i.e. RMB157,200,000) as contingent consideration for the Company to complete certain milestones as set forth below:

Milestones	Contingent consideration payable by CSPC-NBP, Shidai Weiye and Guangrui Hongxiang upon the completion of relevant milestones
To obtain IND approval for M701 and domestic patent rights for the preparation and utilization of M701 and M802 by December 31, 2018 (“ 2018 Milestone ”)	RMB10 million (i.e., RMB4.85 million by CSPC-NBP, RMB2.5 million by Guangrui Hongxiang and RMB2.65 million by Shidai Weiye)
To receive FDA’s acceptances of the IND applications for M701 and M802 by December 31, 2019 (“ 2019 Milestone ”)	RMB14 million (i.e., RMB6.79 million by CSPC-NBP, RMB3.5 million by Guangrui Hongxiang and RMB3.71 million by Shidai Weiye)
To receive NMPA’s acceptance of the IND applications for two new drug candidates and to file the relevant patent applications to the USPTO or the CNIPA by December 31, 2020 (“ 2020 Milestone ”)	RMB18.8 million (i.e., RMB9.118 million by CSPC-NBP, RMB4.7 million by Guangrui Hongxiang and RMB4.982 million by Shidai Weiye)

The Company has successfully completed 2018 Milestone and 2019 Milestone and the contingent consideration payable thereunder in a total of RMB24 million was fully settled in cash in January and December 2019, respectively. The Company failed to complete 2020 Milestone in time by December 31, 2020 due to the outbreak of COVID-19 and therefore the contingent consideration thereunder in a total of RMB18.8 million was not paid by CSPC-NBP, Shidai Weiye and Guangrui Hongxiang pursuant to the terms and conditions of Supplemental Agreement.

However, soon in February 2021, the Company achieved 2020 Milestone. The Company further negotiated with CSPC-NBP, Shidai Weiye and Guangrui Hongxiang and they agreed to contribute a total of RMB18.8 million to the Company as in following manner: (i) RMB14.1 million by CSPC-NBP and Shidai Weiye by way of setting off debt of the Company due to CSPC-NBP and Shidai Weiye, respectively, and (ii) RMB4.7 million by Guangrui Hongxiang in cash on March 26, 2021 (collectively, the “**March 2021 Contributions**”). As of March 26, 2021, the contingent consideration payable upon the completion of 2018 Milestone and 2019

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Milestone in a total of RMB24 million and the further contribution in a total of RMB18.8 million under the March 2021 Contributions from CSPC-NBP, Shidai Weiye and Guangrui Hongxiang (the “**Additional Consideration**”) was all settled. The non-completion of the 2020 Milestone in time had minimum impact on the Company’s financial positions and no impact on its R&D.

The RMB14.1 million debt of the Company due to CSPC-NBP and Shidai Weiye was incurred under an unsecured loan agreement entered into among the Company, CSPC-NBP and Shidai Weiye on February 17, 2020 in the amount of RMB14.1 million with a fixed interest rate of 8% per annum (the “**Loan Agreement**”). The purpose of the Loan Agreement was to ensure the Company had sufficient working capital to fund its R&D activities before the Company received the proceeds from the Series B Financing. Pursuant to the arm’s length negotiations among the parties, CSPC-NBP and Shidai Weiye agreed to waive the principal amount of RMB14.1 million of the loan under the Loan Agreement. After the aforesaid waiver of RMB14.1 million loan, the Company was obliged to repay the interests of the loan of RMB1.195 million, which was all paid in full by the Company as at the Latest Practicable Date.

Equity transfer in Series A Financing

Pursuant to the equity transfer agreements dated January 10, 2018 and March 22, 2018 entered into among the Series A Financing investors and our then Shareholders set forth below, the following Series A Financing investors agreed to acquire registered capital of the Company in a total amount of RMB49,342,800 at an aggregate consideration of RMB246,804,000 from the then Shareholders. The respective transfer amount in the registered capital of the Company and consideration paid by the Series A Financing investors were set out as follows:

Date of the equity transfer agreements	Transferees	Transferors	Registered capital acquired	Consideration
			<i>(RMB)</i>	<i>(RMB)</i>
January 10, 2018	CSPC-NBP	Yuan Qian	25,663,000	128,361,660
		Dr. Zhou	12,837,000	64,208,340
		Hongfeng		
		Dr. Zhou	2,200,000	11,004,000
March 22, 2018	Long Star Growth Group Limited (長星成長集團有限公司) (“ Long Star Growth ”)	Yuan Qian	5,761,900	28,820,000
		Dr. Zhou	2,880,900	14,410,000
		Hongfeng		

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Upon the completion of the Series A Financing, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Dr. Zhou Hongfeng, Long Star Growth, Shidai Weiye (subsequently transferred to Hainan Boyou), Guangrui Hongxiang, Dr. Zhou Pengfei and Beijing Shengnuoji as to approximately 39.56%, 15.75%, 11.67%, 7.87%, 6.11%, 5.89%, 5.56%, 4.77% and 2.83%, respectively. In view of the Company’s obtaining the clinical trial approvals for M802 and M701 and having standardized management operations and promising development prospects, CSPC-NBP intended to enhance its influence and promote business synergy with the Company. Pursuant to the memorandums of understanding dated January 10, 2018 entered into between CSPC-NBP and each of Shidai Weiye and Guoxin Sichuang Investment Fund Management (Beijing) Co., Ltd (國新思創投資基金管理(北京)有限公司) (“**Guoxin Sichuang**”) (the general partner of Guangrui Hongxiang), respectively, and a concert party agreement dated March 22, 2018 entered into between CSPC-NBP and Long Star Growth, Long Star Growth, Shidai Weiye and Guoxin Sichuang agreed to act in concert with CSPC-NBP and reach consensus on proposals presented to general meetings of the Company for voting (“**CSPC-NBP Concert Party Arrangements**”) and the Company was therefore accounted as a subsidiary of CSPC-NBP since January 2018. As the Company continued to grow and make new business progress (including but not limited to developing the Check-BODY platform and Nano-YBODY™ platform, as well as initiating the R&D of two important drug candidates, namely Y150 and Y101D), the Company started the Series B Financing (as defined below) in 2020 to introduce several new investors. To support the independent development of the Company and to provide more flexibilities for the management team and R&D team to fully exploit their expertise in the relevant field, parties to the CSPC-NBP Concert Party Arrangements mutually agreed to terminate the CSPC-NBP Concert Party Arrangements, which, in their view, is in the best interests of the Company and the Shareholders. Pursuant to the agreements dated April 1, 2020 entered into between CSPC-NBP and each of Shidai Weiye and Guangrui Hongxiang, respectively, and a confirmation letter dated December 7, 2021 executed by CSPC-NBP and Long Star Growth, CSPC-NBP, Long Star Growth, Shidai Weiye and Guoxin Sichuang agreed to terminate such CSPC-NBP Concert Party Arrangements and the Company therefore ceased to be a subsidiary of CSPC-NBP with effect from April 1, 2020.

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Equity Transfer in 2020

Pursuant to the equity transfer agreement dated August 17, 2020 entered into among Zhongheng Tongde (as defined below), Dr. Guo Hongwei and Beijing Shengnuoji, Zhongheng Tongde and Dr. Guo Hongwei agreed to acquire registered capital of the Company in a total amount of RMB4,000,000 at an aggregate consideration of RMB33,000,000 from Beijing Shengnuoji. The respective transfer amount in the registered capital of the Company and consideration paid by Zhongheng Tongde and Dr. Guo Hongwei were set out as follows:

<u>Transferees</u>	<u>Transferors</u>	<u>Registered capital acquired</u>	<u>Consideration</u>
		<i>(RMB)</i>	<i>(RMB)</i>
Nanning Zhongheng Tongde Pharmaceutical Industry Investment Fund Partnership (Limited Partnership) (南寧中恒同德 醫藥產業投資基金合夥企業 (有限合夥)) (“ Zhongheng Tongde ”)	Beijing Shengnuoji	3,636,364	30,000,000
Dr. Guo Hongwei	Beijing Shengnuoji	363,636	3,000,000

Upon the completion of the above-mentioned equity transfer in 2020, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Dr. Zhou Hongfeng, Long Star Growth, Shidai Weiye, Guangrui Hongxiang, Dr. Zhou Pengfei, Zhongheng Tongde and Dr. Guo Hongwei as to approximately 39.56%, 15.75%, 11.67%, 7.87%, 6.11%, 5.89%, 5.56%, 4.77%, 2.57% and 0.26%, respectively.

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Series B Financing

Pursuant to the capital contribution agreement dated December 24, 2020 entered into among the series B financing investors set forth below, our Company and our then Shareholders, the registered capital of the Company was increased from RMB141,428,600 to RMB157,334,601, and the following series B financing investors agreed to subscribe the increased registered capital of the Company in a total amount of RMB15,906,001 at an aggregate consideration of RMB168,700,000 (the “**Series B Financing**”). The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series B Financing were set out as follows:

Subscribers	Registered capital subscribed for (RMB)	Consideration (RMB)
Nanning Huiyou Xingyao Equity Investment Fund Partnership (Limited Partnership) (南寧匯友興曜股權投資基金合夥企業(有限合夥)) (“ Huiyou Xingyao ”)	9,966,002	105,700,000
Nanjing BGI Co-win Fund I Venture Capital Enterprise (Limited Partnership) (南京華大共贏一號創業投資企業(有限合夥)) (“ BGI Co-win Fund I ”)	1,885,714	20,000,000
Hainan Weifeng Network Technology Partnership (Limited Partnership) (海南偉豐網絡科技合夥企業(有限合夥)) (“ Hainan Weifeng ”)	1,885,714	20,000,000
Hangzhou Sanhua Hongdao Venture Capital Partnership (Limited Partnership) (杭州三花弘道創業投資合夥企業(有限合夥)) (“ Sanhua Hongdao ”)	1,225,714	13,000,000
Shaoshan Jinyu Industry and Trade Co., Ltd (韶山金羽工貿有限公司) (“ Shaoshan Jinyu ”) ⁽¹⁾	942,857	10,000,000
Total	15,906,001	168,700,000

(1) Pursuant to the equity transfer agreement dated May 20, 2021 entered into between Shaoshan Jinyu and Shaoshan Hongyu Technology Co., Ltd (韶山鴻宇科技有限公司) (“**Shaoshan Hongyu**”), for its internal restructuring purpose, Shaoshan Hongyu agreed to acquire the registered capital of the Company in a total amount of RMB942,857 at an aggregate consideration of RMB10,000,000 from Shaoshan Jinyu, reflecting previous contributions made by Shaoshan Jinyu in the Company.

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Upon completion of the Series B Financing, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Dr. Zhou Hongfeng, Huiyou Xingyao, Long Star Growth, Hainan Boyou, Guangrui Hongxiang, Dr. Zhou Pengfei, Zhongheng Tongde, BGI Co-win Fund I, Hainan Weifeng, Sanhua Hongdao, Shaoshan Jinyu and Dr. Guo Hongwei as to approximately 35.56%, 14.16%, 10.49%, 7.08%, 6.33%, 5.49%, 5.29%, 4.99%, 4.29%, 2.31%, 1.20%, 1.20%, 0.78%, 0.60% and 0.23%.

Series B+ Financing

Pursuant to the capital contribution agreements dated January 28, 2021 entered into among the series B+ financing investors set forth below, our Company and our then Shareholders, the registered capital of the Company was increased from RMB157,334,601 to RMB159,220,315, and the following series B+ financing investors agreed to subscribe the increased registered capital of the Company in a total amount of RMB1,885,714 at an aggregate consideration of RMB20,000,000 (the “**Series B+ Financing**”). The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series B+ Financing were set out as follows:

Subscribers	Registered capital subscribed for (RMB)	Consideration (RMB)
Zhuhai Shengyi Investment Partnership (Limited Partnership) (珠海盛溢投資合夥企業(有限合夥)) (“ Zhuhai Shengyi ”)	942,857	10,000,000
Wuhan Baiying Huizhi Venture Capital Fund Partnership (Limited Partnership) (武漢百贏匯智創業投資基金合夥企業(有限合夥)) (“ Baiying Huizhi ”)	942,857	10,000,000
Total	1,885,714	20,000,000

Upon the completion of the Series B+ Financing, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Dr. Zhou Hongfeng, Huiyou Xingyao, Long Star Growth, Hainan Boyou, Guangrui Hongxiang, Dr. Zhou Pengfei, Zhongheng Tongde, BGI Co-win Fund I, Hainan Weifeng, Sanhua Hongdao, Shaoshan Hongyu, Zhuhai Shengyi, Baiying Huizhi and Dr. Guo Hongwei as to approximately 35.14%, 13.99%, 10.36%, 6.99%, 6.26%, 5.43%, 5.23%, 4.93%, 4.24%, 2.28%, 1.18%, 1.18%, 0.77%, 0.59%, 0.59%, 0.59% and 0.23%, respectively.

Series B++ Financing

Pursuant to the capital contribution agreements dated June 18, 2021, August 9, 2021 and August 17, 2021 entered into among the series B++ financing investors set forth below, our Company and our then Shareholders, the registered capital of the Company was increased from RMB159,220,315 to RMB165,071,660, and the following series B++ financing investors agreed to subscribe the increased registered capital of the Company in a total amount of

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RMB5,851,345 at an aggregate consideration of RMB73,500,000 (the “**Series B++ Financing**”). The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series B++ Financing were set out as follows:

Subscribers	Registered capital subscribed for (RMB)	Consideration (RMB)
Gongqingcheng Huiyou Xingyao Phase II Equity Investment Partnership (Limited Partnership) (共青城匯友興曜二期股權投資合夥企業(有限合夥)) (“ Gongqingcheng Huiyou ”)	2,985,380	37,500,000
Guangdong Xingyao No.4 Equity Investment Partnership (Limited Partnership) (廣東星耀四號股權投資合夥企業(有限合夥)) (“ Guangdong Xingyao ”)	1,592,203	20,000,000
Suqian Qianshan Xinrong Venture Capital Partnership (Limited Partnership) (宿遷千山信榮創業投資合夥企業(有限合夥)) (“ Qianshan Xinrong ”) (formerly known as Heilongjiang Qianshan Xinrong Equity Investment Partnership (Limited Partnership) (黑龍江千山信榮股權投資合夥企業(有限合夥)))	1,273,762	16,000,000
Total	5,851,345	73,500,000

Upon the completion of the Series B++ Financing, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Dr. Zhou Hongfeng, Huiyou Xingyao, Long Star Growth, Hainan Boyou, Guangrui Hongxiang, Dr. Zhou Pengfei, Zhongheng Tongde, Gongqingcheng Huiyou, BGI Co-win Fund I, Hainan Weifeng, Guangdong Xingyao, Qianshan Xinrong, Sanhua Hongdao, Shaoshan Hongyu, Zhuhai Shengyi, Baiying Huizhi and Dr. Guo Hongwei as to approximately 33.89%, 13.49%, 10.00%, 6.75%, 6.04%, 5.24%, 5.05%, 4.76%, 4.09%, 2.20%, 1.81%, 1.14%, 1.14%, 0.96%, 0.77%, 0.74%, 0.57%, 0.57%, 0.57% and 0.22%, respectively.

Equity Transfer in September 2021

On September 16, 2021, CSPC-NBP, Yuan Qian, Dr. Zhou Hongfeng, Long Star Growth, Hainan Boyou and Guangrui Hongxiang transferred the equity interests they held in the Company, representing approximately 3.39%, 1.35%, 0.67%, 0.52%, 0.50% and 0.48% of the total registered capital of the Company, respectively, to Caizhi No.2, a limited partnership established on August 27, 2021, as an employee incentive platform of the Company, in exchange for the partnership interests in Caizhi No.2, representing approximately 24.49%, 9.75%, 4.87%, 3.78%, 3.65% and 3.44% of the partnership interest of Caizhi No.2, respectively. For more details on the employee incentive platforms of the Company, please refer to the paragraphs headed “– Employee Incentive Platforms” in this section.

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Upon the completion of the equity transfer in September 2021, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Caizhi No.2, Dr. Zhou Hongfeng, Huiyou Xingyao, Long Star Growth, Hainan Boyou, Guangrui Hongxiang, Dr. Zhou Pengfei, Zhongheng Tongde, Gongqingcheng Huiyou, BGI Co-win Fund I, Hainan Weifeng, Guangdong Xingyao, Qianshan Xinrong, Sanhua Hongdao, Shaoshan Hongyu, Zhuhai Shengyi, Baiying Huizhi and Dr. Guo Hongwei as to approximately 30.50%, 12.14%, 10.00%, 6.92%, 6.07%, 6.04%, 4.71%, 4.54%, 4.28%, 4.09%, 2.20%, 1.81%, 1.14%, 1.14%, 0.96%, 0.77%, 0.74%, 0.57%, 0.57%, 0.57% and 0.22%, respectively.

Conversion into a Joint Stock Company

On January 13, 2022, the Company was converted into a joint stock company with its corporate name changed to Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司). Upon the completion of the conversion, the registered capital of the Company became RMB168,000,000 divided into 168,000,000 Shares with a nominal value of RMB1.00 each.

Series C Financing

Pursuant to the capital contribution agreement dated July 15, 2022 entered into among the series C financing investors set forth below, our Company and our then Shareholders (the “**Series C Financing Agreement**”), the registered capital of the Company was increased from RMB168,000,000 to RMB182,000,000, and the following series C financing investors agreed to subscribe the increased registered capital of the Company in a total amount of RMB14,000,000 at an aggregate consideration of RMB200,000,000 (the “**Series C Financing**”). The respective subscription amount in the registered capital of the Company and consideration paid by the subscribers in the Series C Financing were set out as follows:

Subscribers	Registered capital subscribed for (RMB)	Consideration (RMB)
Wuhan Optics Valley New Technology Industry Investment Co., Ltd (武漢光谷新技術產業投資有限公司) (“ Guanggu New Technology ”)	7,000,000	100,000,000
Wuhan Optics Valley Health Industry Investment Ltd. (武漢光谷健康產業投資有限公司) (“ Guanggu Health ”)	5,600,000	80,000,000
Wuhan Optics Valley Growth Venture Capital Fund Co., Ltd (武漢光谷成長創業投資基金有限公司) (“ Guanggu Growth ”)	1,400,000	20,000,000
Total	14,000,000	200,000,000

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Upon the completion of the Series C Financing, the Company was owned by CSPC-NBP, Yuan Qian, Wuhan Caizhi, Caizhi No.2, Dr. Zhou Hongfeng, Huiyou Xingyao, Long Star Growth, Hainan Boyou, Guangrui Hongxiang, Guanggu New Technology, Dr. Zhou Pengfei, Guanggu Health, Zhongheng Tongde, Gongqingcheng Huiyou, BGI Co-win Fund I, Hainan Weifeng, Guangdong Xingyao, Guanggu Growth, Qianshan Xinrong, Sanhua Hongdao, Shaoshan Hongyu, Zhuhai Shengyi, Baiying Huizhi and Dr. Guo Hongwei as to approximately 28.15%, 11.21%, 9.23%, 6.38%, 5.60%, 5.57%, 4.35%, 4.19%, 3.95%, 3.85%, 3.77%, 3.08%, 2.03%, 1.67%, 1.05%, 1.05%, 0.89%, 0.77%, 0.71%, 0.69%, 0.53%, 0.53%, 0.53% and 0.20%, respectively.

CONCERT PARTY ARRANGEMENT

In order to fulfill the vision of discovering and developing innovative drugs for healthier lives of patients, the Founders decided to establish a biotechnology company that is dedicated to developing BsAb-based therapies to treat cancer-associated complications, cancer and age-related ophthalmologic diseases. For more details of the background and circumstances leading to the formation of the Group, please refer to the paragraphs headed “– Establishment and Corporate Development – Establishment and Major Shareholding Changes in the Company Prior to 2016” in this section. To reduce the impact of dilution on ownership and to exercise effective control over the operations and corporate matters of the Company, the AIC Parties decided to enter into a concert party agreement. Pursuant to a concert party agreement dated June 30, 2018 (the “**Concert Party Agreement**”) and supplemental concert party agreements dated October 26, 2020 and June 2, 2023, entered into by Yuan Qian, Dr. Zhou Hongfeng, Dr. Zhou Pengfei and Wuhan Caizhi, the AIC Parties agreed (i) to act in concert by way of reaching consensus on proposals related to the Group’s daily management and operation presented to all general meetings and Board meetings of the Company; and (ii) that when no consensus can be reached, the AIC Parties shall vote in concurrence with Yuan Qian on the proposals, or, in the event of Yuan Qian’s absence from voting, the AIC Parties shall vote in concurrence with the AIC Party with the highest shareholding percentage among the AIC Parties who votes at the meetings. Pursuant to the aforesaid supplemental agreement dated June 2, 2023, the Concert Party Agreement shall be effective from the date of execution until it is terminated by written agreement of all AIC Parties. As of the Latest Practicable Date, the AIC Parties were in aggregate entitled to exercise approximately 29.81% of the voting rights in the Company. Upon completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), the AIC Parties will hold approximately [REDACTED]% of our total [REDACTED] share capital. The AIC Parties have no specific plan to release the concert party relationship. Therefore, the AIC Parties expect that they will be able to maintain effectively control over the operations and corporate matters of the Company thereafter.

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EMPLOYEE INCENTIVE PLATFORMS

In recognition of the contributions of our employees and to incentivize them to further promote our development, Wuhan Caizhi and Caizhi No.2 were established in the PRC as our employee incentive platforms.

Wuhan Caizhi

Wuhan Caizhi is a limited partnership established in the PRC on September 21, 2015 and managed by its executive partner, Yuan Qian. As the executive partner of Wuhan Caizhi, Yuan Qian is able to determine the daily operations of Wuhan Caizhi, while the voting rights held by Wuhan Caizhi in the Company shall be exercised pursuant to the Concert Party Agreement. For more details, please refer to the paragraphs headed “– Concert Party Arrangement” in this section. As of the Latest Practicable Date, Wuhan Caizhi had 25 limited partners and directly held approximately 9.23% equity interests in the Company. Its partners are set out as follows:

<u>Partners</u>	<u>Current position(s) in the Company</u>	<u>Partnership interest</u>
Nanjing Huiyou Jucai Enterprise Management Partnership (Limited Partnership) (南京匯友聚才企業管理合夥企業(有限合夥) (“ Huiyou Jucai ”))	N/A	50.76%
Nanjing Huiyou Juzhi Enterprise Management Partnership (Limited Partnership) (南京匯友聚智企業管理合夥企業(有限合夥) (“ Huiyou Juzhi ”))	N/A	29.33%
Dr. Zhou Pengfei	Co-founder of the Group, chairman of the Board, executive Director, chief executive officer	8.28%
Dr. Yi Jizu	Senior vice president of quality	3.55%
Zhang Jing	Supervisor, senior director of the R&D center	0.53%

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Partners	Current position(s) in the Company	Partnership interest
Yuan Qian	Co-founder of the Group, non-executive Director	0.36%
Dr. Zhou Hongfeng	Co-founder of the Group, non-executive Director	0.18%
Other key employees ⁽¹⁾	N/A	7.01%
Total		100.00%

(1) As of the Latest Practicable Date, other key employees as limited partners of Wuhan Caizhi and their respective partnership interest were approximately: Qiu Jianping (3.95%), Xiong Hui (0.47%), Li Gang (0.39%), Hu Jianzhong (0.38%), Li Si (0.28%), Yu Dunyang (0.19%), Yan Yongxiang (0.19%), Fang Lijuan (0.16%), Liu Yang (0.14%), Xiao Ying (0.14%), Shao Mingsheng (0.14%), Ding Mingjian (0.11%), Wu Shujuan (0.07%), Yang Jinxia (0.07%), Kuang Shenmei (0.07%), Yao Lan (0.07%), Wang Rui (0.06%), Zhang Qiang (0.06%), Ku Ying (0.05%) and Li Bo (0.02%), respectively. As of the Latest Practicable Date, all of them were current or former employees of the Company.

As of the Latest Practicable Date, Li Si served as an executive director of Shijiazhuang Shiyou and Nanjing Youbodi, and Xiao Ying served as a supervisor of Shijiazhuang Shiyou and Nanjing Youbodi. As such, Li Si and Xiao Ying were connected persons of the Company. Save as disclosed above, as of the Latest Practicable Date, each of limited partners categorized as “other key employees” was an independent third party of the Company.

Huiyou Jucai is a limited partnership established in the PRC on August 26, 2021 and managed by its general partner, Dr. Zhou Pengfei. As of the Latest Practicable Date, Huiyou Jucai had 12 limited partners. Its partners are set out as follows:

Partners	Current position(s) in the Company	Partnership interest
Dr. Zhou Pengfei	Co-founder of the Group, chairman of the Board, executive Director, chief executive officer	49.95%
Dr. Yi Jizu	Supervisor, senior vice president of quality	12.71%
Zhang Jing	Supervisor, senior director of the R&D center	10.90%
Other key employees ⁽¹⁾	N/A	26.45%
Total		100.00%

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(1) As of the Latest Practicable Date, other key employees as limited partners of Huiyou Jucai and their respective partnership interest were approximately: Xiong Hui (4.57%), Li Si (4.24%), Fang Lijuan (3.99%), Yao Lan (2.84%), Xiao Ying (2.26%), Kuang Shenmei (2.24%), Shao Mingsheng (2.02%), Yan Yongxiang (2.01%), Ku Ying (1.70%) and Li Bo (0.57%), respectively. As of the Latest Practicable Date, all of them were current or former employees of the Company.

As of the Latest Practicable Date, Li Si served as an executive director of Shijiazhuang Shiyou and Nanjing Youbodi, and Xiao Ying served as a supervisor of Shijiazhuang Shiyou and Nanjing Youbodi. As such, Li Si and Xiao Ying were connected persons of the Company. Save as disclosed above, as of the Latest Practicable Date, each of limited partners categorized as “other key employees” was an independent third party of the Company.

Huiyou Juzhi is a limited partnership established in the PRC on August 27, 2021 and managed by its general partner, Dr. Zhou Pengfei. As of the Latest Practicable Date, Huiyou Juzhi had 38 limited partners. Its partners are set out as follows:

Partners	Current position(s) in the Company	Partnership interest
Dr. Zhou Pengfei	Co-founder of the Group, chairman of the Board, executive Director, and chief executive officer	10.33%
Dr. Huang Shaoyi	Senior director of the clinical department	10.33%
Dr. Yang Bin	Vice president of the manufacturing center	4.13%
Other key employees ⁽¹⁾	N/A	75.21%
Total		100.00%

(1) As of the Latest Practicable Date, other key employees as limited partners of Huiyou Juzhi and their respective partnership interest were approximately: Shi Jian (6.20%), Liu Tingting (4.13%), Li Xiaoqing (4.13%), Luo Fengyan (4.13%), Zhang Ying (4.13%), Wang Xiong (4.13%), Li Mingxin (3.10%), Gong Cheng (3.10%), Zeng Liang (3.10%), Cong Wenjuan (3.10%), Luo Jin (3.10%), Wan Bo (3.10%), Lei Yang (2.07%), Shen Li (2.07%), Tan Qinggang (2.07%), Yi Li (2.07%), Yin Zhicheng (2.07%), Zheng Jianhua (2.07%), Liu Jiayan (1.65%), Hua Shan (1.45%), Xue Rong (1.04%), Liu Xiaoyan (1.04%), Luo Weina (1.04%), Wang Xin (1.03%), Luo Fang (1.03%), Ni Qian (1.03%), Xu Shasha (1.03%), Xue Yan (1.03%), Yin Haibing (1.03%), Pei Mengwan (1.03%), Zhang Huanhuan (1.03%), Miao Shundong (1.03%), Xie Siwu (0.62%), Peng Chu (0.41%), Xiao Mengyi (0.41%) and Jiang Xiangjun (0.41%), respectively. As of the Latest Practicable Date, all of them were current or former employees of the Company.

As of the Latest Practicable Date, Shi Jian served as a supervisor of Wuhan Youwei, and therefore was a connected person of the Company. Save as disclosed above, as of the Latest Practicable Date, each of limited partners categorized as “other key employees” was an independent third party of the Company.

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Caizhi No.2

Caizhi No.2 is a limited partnership established in the PRC on August 27, 2021. The general partner of Caizhi No.2 is Wuhan Huiyou Juyou Enterprise Management Co., Ltd (武漢匯友聚友企業管理有限公司), which was in turn owned as to 90% by Dr. Zhou Pengfei and as to 10% by Zhang Jing (being a Supervisor), as of the Latest Practicable Date. Pursuant to the partnership agreement of Caizhi No.2, its general partner will exercise its voting power in the Company following the instruction of the management committee of Caizhi No.2, which consists of 11 members. The 11 members of the management committee of Caizhi No.2 consists of six members nominated by CSPC-NBP, Guangrui Hongxiang, Hainan Boyou, Long Star Growth, Yuan Qian and Dr. Zhou Hongfeng (being the shareholders who transferred the equity interests they held in the Company to Caizhi No.2 for its establishment), respectively, and five members nominated by the management team of the Company. All decisions made by the management committee of Caizhi No.2 shall be approved by the majority of all members. As of the Latest Practicable Date, Caizhi No.2 had 21 limited partners and directly held approximately 6.38% equity interest in the Company. Its partners are set out as follows:

Partners	Current position(s) in the Company	Partnership interest
CSPC-NBP ⁽¹⁾	N/A	24.49%
Dr. Zhou Pengfei	Co-founder of the Group, chairman of the Board, executive Director, and chief executive officer	23.71%
Yuan Qian ⁽¹⁾	Co-founder of the Group and non-executive Director	9.75%
Dr. Yi Jizu	Supervisor, senior vice president of quality	5.03%
Dr. Zhou Hongfeng ⁽¹⁾	Co-founder of the Group, non-executive Director	4.87%
Zhang Jing	Supervisor, senior director of the R&D center	3.94%
Long Star Growth ⁽¹⁾	N/A	3.78%
Hainan Boyou ⁽¹⁾	N/A	3.65%
Guangrui Hongxiang ⁽¹⁾	N/A	3.44%
Dr. Yang Bin	Vice president of the manufacturing center	2.63%
Dr. Huang Shaoyi	Senior director of the clinical department	0.44%
Wuhan Huiyou Juyou Enterprise Management Co., Ltd (武漢匯友聚友企業管理有限公司)	N/A	0.04%
Other key employees ⁽²⁾	N/A	14.23%
Total		100.00%

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- (1) *On September 16, 2021, CSPC-NBP, Yuan Qian, Dr. Zhou Hongfeng, Long Star Growth, Hainan Boyou and Guangrui Hongxiang transferred the equity interests they held in the Company, representing approximately 3.39%, 1.35%, 0.67%, 0.52%, 0.50% and 0.48% of the total registered capital of the Company, respectively, to Caizhi No.2, a limited partnership established on August 27, 2021, as an employee incentive platform of the Company, in exchange for the partnership interests in Caizhi No.2, representing approximately 24.49%, 9.75%, 4.87%, 3.78%, 3.65% and 3.44%, respectively.*
- (2) *As of the Latest Practicable Date, other key employees as limited partners of Caizhi No.2 and their respective partnership interest were approximately: Wen Zhicheng (4.38%), Li Si (3.50%), Xiong Hui (2.19%), Fang Lijuan (1.31%), Shi Jian (0.65%), Yan Yongxiang (0.44%), Yang Rui (0.44%), Shao Mingsheng (0.44%), Kuang Shenmei (0.44%) and Xiao Ying (0.44%), respectively. As of the Latest Practicable Date, all of them were current or former employees of the Company.*

As of the Latest Practicable Date, Shi Jian served as a supervisor of Wuhan Youwei; Li Si served as an executive director of Shijiazhuang Shiyou and Nanjing Youbodi; and Xiao Ying served as a supervisor of Shijiazhuang Shiyou and Nanjing Youbodi. As such, Shi Jian, Li Si and Xiao Ying were connected persons of the Company. Save as disclosed above, as of the Latest Practicable Date, each of limited partners categorized as “other key employees” was an independent third party of the Company.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

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

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[REDACTED] INVESTMENTS

Summary of [REDACTED] Investments

The following table sets forth a summary of the details of the [REDACTED] Investments:

	Series Pre-A Financing ⁽¹⁾	Series A Financing	Equity Transfer in 2020	Series B Financing	Series B+ Financing	Series B++ Financing	Series C Financing
Amount of registered capital subscribed for	RMB10,000,000	RMB31,428,600	/	RMB15,906,001	RMB1,885,714	RMB5,851,345	RMB14,000,000
Amount of registered capital transferred	/	RMB49,342,800	RMB4,000,000	/	/	/	/
Amount of consideration paid for the subscription of registered capital	RMB50,000,000	RMB157,200,000 ⁽²⁾	/	RMB168,700,000	RMB20,000,000	RMB73,500,000	RMB200,000,000
Amount of consideration paid for the transfer of registered capital	/	RMB246,804,000	RMB33,000,000	/	/	/	/
Post-money valuation of the Company	RMB550,000,000	RMB900,000,000 ⁽³⁾	RMB1,166,790,000	RMB1,668,700,000 ⁽⁴⁾	RMB1,688,700,000 ⁽⁵⁾	RMB2,073,500,000 ⁽⁶⁾	RMB2,600,000,000 ⁽⁷⁾
Date of agreement(s)	February 2, 2016	January 9, 2018 January 10, 2018 March 22, 2018 April 27, 2018 ⁽²⁾	August 17, 2020	December 24, 2020	January 28, 2021	June 18, 2021 August 9, 2021 August 17, 2021 August 19, 2021	July 15, 2022
Date of payment of full consideration	August 11, 2016		August 28, 2020	August 19, 2021	March 29, 2021		October 12, 2022
Cost per Share paid under the [REDACTED] Investment	RMB5.00	RMB5.00	RMB8.25	RMB10.61	RMB10.61	RMB12.56	RMB14.29
[REDACTED] to the [REDACTED] ⁽⁸⁾	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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	Series Pre-A Financing ⁽¹⁾	Series A Financing	Equity Transfer in 2020	Series B Financing	Series B+ Financing	Series B++ Financing	Series C Financing
Basis of consideration	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the then development of the Company’s drug candidates and technology platform.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series Pre-A Financing and the then development of the Company’s drug candidates and technology platform.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series A Financing and the then development of the Company’s drug candidates and technology platform.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series B Financing and the then development of the Company’s drug candidates and technology platform.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series B+ Financing.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series B++ Financing and the then development of the Company’s drug candidates.	The consideration was determined based on arm’s length negotiations among the relevant parties taking into account the Company’s post-money valuation after the completion of the Series B+++ Financing and the then development of the Company’s drug candidates.
Use of proceeds and whether they have been fully utilized	We utilized the proceeds for clinical promotion of core product pipelines, research and development of preclinical product pipelines and the payment of our daily operation and management fees, etc.	As of the Latest Practicable Date, we had fully utilized the proceeds from the Series Pre-A Financing, Series A Financing, Series B Financing, Series B+ Financing and Series B++ Financing, and had utilized approximately 63% of the proceeds from the Series C Financing. The remaining proceeds from the Series C Financing are expected to be used to repay a portion of our bank loan in several installments, with the final installment due in July 2023, and support the development of our drug candidates.					
Lock-up	Pursuant to the applicable PRC laws and regulations, within the 12 months following the [REDACTED], no current Shareholders (including the [REDACTED] Investors) may dispose of any of the Shares held by them.						
Strategic benefits	At the time of the [REDACTED] Investments, the Directors were of the view that (i) the Company would benefit from the additional capital provided by the [REDACTED] Investors and their market influence, knowledge and experience and (ii) the [REDACTED] Investments demonstrated the [REDACTED] Investors’ confidence in the operation and development of our Group.						

(1) The equity interests held by the Series Pre-A Financing investors were all subsequently transferred to other Shareholders. For More details, please refer to the paragraphs headed “— Establishment and Corporate Development” in this section.

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- (2) Pursuant to the Supplemental Agreement, CSPC-NBP, Shidai Weiyue and Guangrui Hongxiang agreed to further contribute a total of RMB42,800,000 in addition to the consideration payable by them in the Series A Financing (i.e. RMB157,200,000) as contingent consideration for the Company to complete certain milestones as set forth in the Supplemental Agreement. As of March 26, 2021, the Additional Consideration was all settled.
- (3) The increase in the valuation of the Company from the Series Pre-A Financing was primarily due to (i) the significant progress made in the establishment of our proprietary YBODY[®] platform; and (ii) the successful development of the drug candidates, including obtaining clinical trial approvals for M802 in September 2017 and M701 in February 2018, respectively, and introducing new drug candidates.
- (4) The increase in the valuation of the Company from the Series A Financing to the Series B Financing was primarily due to (i) the significant progress made in the establishment of our proprietary platforms, including the establishment of the Check-BODY platform and Nano-YBODY[™] platform in 2018, which enable us to quickly expand our pipeline to include additional BsAbs that direct toward a wide range of targets and signaling pathways, as well as filing the PCT patent application for the protection of our Check-BODY platform in July 2019; (ii) the successful development of the drug candidates, including (a) the development of M802; receiving the patents issued for the protection of M802 in China and YBODY[®] platform in CD3 and HER2 targets in U.S. in December 2018, continuing on the Phase I clinical trial in China demonstrating favorable safety profile and obtaining FDA IND approvals for the clinical investigation in U.S. in August 2019; (b) the development of M701; commencing the Phase I clinical trial in China in January 2019, obtaining FDA IND approvals for the clinical investigation in U.S. in October 2019, and receiving satisfactory interim results from the clinical data of Phase I clinical trial in December 2020; and (c) the development of other drug candidates: obtaining FDA IND approval for our clinical investigation of Y150 in U.S. in August 2020.
- (5) The increase in the valuation of the Company from the Series B Financing to the Series B+ Financing was due to the proceeds received from the Series B+ Financing.
- (6) The increase in the valuation of the Company from the Series B+ Financing to the Series B++ Financing was primarily due to (i) the successful development of the drug candidates, including (a) the development of M802; completing the Phase I clinical trial in China, demonstrating favorable safety profile; (b) the development of M701; obtaining approval from the ethic committee for Phase II clinical trial in June 2021 and initiating the Phase II clinical trial in China; (c) the development of Y150; obtaining approval from the ethic committee for Phase I clinical trial in April 2021 and initiating the Phase I clinical trial in China; (d) the development of Y101D; obtaining NMPA IND approval for the clinical investigation in metastatic or locally advanced solid tumors in China in May 2021; (e) the development of Y400; commencing preclinical studies and receiving satisfactory animal studies results regarding efficacy and safety; and (f) the development of other drug candidates: initiating preclinical studies of other drug candidates, such as Y332; and (ii) optimizing corporate governance and management structure, including establishing reasonable governance structure, maintaining compliance and standardized daily operation.
- (7) The increase in the valuation of the Company from the Series B++ Financing to the Series C Financing was primarily due to (i) the successful development of the drug candidates, including commencing the Phase I clinical trial of Y101D for the treatment of metastatic or locally advanced solid tumors in China in August 2021, initiating clinical research of Y150 in August 2021, completing the Phase Ia clinical trial of Y2019 in China in August 2022 with satisfactory 7-day and 90-day safety data post immunization, and receiving good R&D test results of Y332; and (ii) achieving product commercialization by establishing business cooperation with CMS Vision in relation to Y400 in July 2022.
- (8) The [REDACTED] to the [REDACTED] is calculated based on the currency translation of HK\$1 to RMB[REDACTED] and on the basis of the [REDACTED] of HK\$[REDACTED], the mid-point of the proposed range of the [REDACTED].

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Valuation of Our Company

Based on the [REDACTED] of HK\$[REDACTED] (the mid-point of the indicative [REDACTED] range) and assuming the [REDACTED] is not exercised, the valuation of the Company upon [REDACTED] will be approximately HK\$[REDACTED] (the “**Proposed [REDACTED] Valuation**”).

The increase in the post-money valuation of the Company from the Series C Financing to the Proposed [REDACTED] Valuation mainly reflects the progress of the Company’s pipeline candidates, including but not limited to (i) the development of M701: currently enrolling patients of the Phase II clinical trial evaluating the efficacy of M701 monotherapy in combination with systematic treatment (including targeted therapy, immunotherapy or chemotherapy) for MA (M701 is currently well tolerated in the treatment arm) and commencing a Phase Ib/II clinical trial of M701 in treating MPE in China in November 2022; (ii) the development of Y101D: obtaining the ethic committee and IND approvals for a Phase Ib/II clinical trial of Y101D in combination therapy for the treatment of pancreatic cancer in November and December 2022, respectively, obtaining IND approval for a Phase Ib/II clinical trial of Y101D in combination therapy for the treatment of hepatocellular carcinoma (HCC) and other advanced solid tumors in December 2022, commencing a Phase Ib/II clinical trial of Y101D in combination with gemcitabine and albumin paclitaxel as the first-line treatment for advanced/metastatic pancreatic cancer patients in China in February 2023, and commencing a Phase Ib/II clinical trial in March 2023; (iii) the development of Y400: receiving IND approval in China in April 2023; and (iv) the development of Y332: receiving IND approval in China in April 2023. The continuous progress of our business development is expected to support the step-up in the proposed [REDACTED] valuation of the Group.

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Capitalization of the Company

The following table is a summary of the capitalization of the Company:

Shareholder	As at the Latest Practicable Date		Immediately Following the Completion of the [REDACTED] and Conversion of the [REDACTED] Shares into H Shares (Assuming the [REDACTED] is not Exercised)					
	[REDACTED] Shares ⁽³⁾		H Shares ⁽³⁾		[REDACTED] Shares ⁽³⁾		Total Shares	
	Number of Shares	Percentage of Shareholding in the [REDACTED] Shares	Number of Shares	Percentage of Shareholding in the H Shares	Number of Shares	Percentage of Shareholding in the [REDACTED] Shares	Number of Shares	Percentage of Shareholding in the Total Issued Share Capital
CSPC-NBP	51,241,785	28.15%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Yuan Qian ⁽²⁾	20,399,933	11.21%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Wuhan Caizhi ⁽²⁾	16,792,707	9.23%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Caizhi No. 2 ⁽²⁾	11,620,411	6.38%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Dr. Zhou Hongfeng ⁽²⁾	10,199,921	5.60%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Huiyou Xingyao ⁽²⁾	10,142,797	5.57%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Long Star Growth	7,916,510 ⁽¹⁾	4.35%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Hainan Boyou	7,628,713	4.19%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Guangrui Hongxiang	7,196,835	3.95%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Guanggu New Technology ⁽²⁾	7,000,000	3.85%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Dr. Zhou Pengfei ⁽²⁾	6,869,744 ⁽¹⁾	3.77%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Guanggu Health ⁽²⁾	5,600,000	3.08%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Zhongheng Tongde	3,700,872	2.03%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Gongqingcheng Huiyou ⁽²⁾	3,038,340	1.67%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
BGI Co-win								
Fund I ⁽²⁾	1,919,166	1.05%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Hainan Weifeng	1,919,166	1.05%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Guangdong Xingyao	1,620,448	0.89%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Guanggu Growth ⁽²⁾	1,400,000	0.77%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Qianshan Xinrong	1,296,358	0.71%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Sanhua Hongdao	1,247,458	0.69%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Shaoshan Hongyu	959,583	0.53%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Baiying Huizhi	959,583	0.53%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Zhuhai Shengyi ⁽²⁾	959,583	0.53%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Dr. Guo Hongwei ⁽²⁾	370,087	0.20%	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Public Shareholders participated in the [REDACTED]	-	-	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total	182,000,000	100%	[REDACTED]	100%	[REDACTED]	100%	[REDACTED]	100%

(1) These Shares are [REDACTED] Foreign Shares.

(2) Based on these Shareholders' own business considerations, they decided not to convert all or part of [REDACTED] Shares held by them into H Shares in parallel with the [REDACTED].

(3) For the avoidance of doubt, both [REDACTED] Shares and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.

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Rights of the [REDACTED] Investors

The [REDACTED] Investors were granted certain special rights, including but not limited to anti-dilution right, redemption right, information right, director/supervisor nomination right and senior management appointment right.

Pursuant to the special rights termination agreements entered into between the Company and each of the [REDACTED] Investors (other than the Series C Financing investors) dated October 20, 2021, and the Series C Financing Agreement, no special rights of the [REDACTED] Investors will exist after the [REDACTED].

Information about our [REDACTED] Investors

Our [REDACTED] Investors include Sophisticated Investors, such as CSPC-NBP, a major pharmaceutical company, who has made meaningful investment in the Company at least six months before the [REDACTED]. The background information on our [REDACTED] Investors are as set out below.

CSPC-NBP

CSPC-NBP is a limited liability company established in the PRC on April 23, 2003, which was owned directly as to approximately 54.06% by CSPC and indirectly as to approximately 45.94% by CSPC through its wholly-owned entity as of the Latest Practicable Date. CSPC is a company listed on the Stock Exchange (Stock code: 1093.HK) mainly engaged in manufacture and sale of pharmaceutical products and is a leading pharmaceutical group in China with strong innovation, R&D and marketing capabilities, as well as extensive investment experience in the healthcare industry. CSPC-NBP, as a Sophisticated Investor, is a modern pharmaceutical enterprise mainly producing innovative drugs and has developed class 1 new chemical drug with independent intellectual property rights for the treatment of acute ischemic stroke in China. As of the Latest Practicable Date, based on the public information, CSPC-NBP had invested in approximately 20 companies, including pharmaceutical companies and other companies in the healthcare industry. CSPC-NBP had also served as a limited partner in approximately ten investment funds, as of the Latest Practicable Date.

To the best knowledge of the Directors, save as disclosed above, each of CSPC-NBP's ultimate beneficial owners is an independent third party, and, together with CSPC-NBP, have no relationship with any connected persons of the Company or other [REDACTED] Investors.

Guangrui Hongxiang

Guangrui Hongxiang is a limited partnership established in the PRC on August 5, 2016 and its general partner is Guoxin Sichuang, which was in turn owned as to 60% by Wang Hongjie (王宏傑) as of the Latest Practicable Date. As of the Latest Practicable Date, Guangrui Hongxiang had 14 limited partners, the largest of which was Beijing Zhonglian Tonghui Investment Holdings Co., Ltd (北京中聯通匯投資控股有限公司) holding approximately

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21.29% of its partnership interest, which was in turn owned as to 90% by Li Yunxia (李運霞). Guangrui Hongxiang is an investment arm of Guoxin Sichuang which is mainly engaged in equity investment and assets management. As of the Latest Practicable Date, as confirmed by Guangrui Hongxiang, the total assets managed by Guoxin Sichuang was approximately RMB2 billion.

To the best knowledge of the Directors, save as disclosed above, each of Guangrui Hongxiang, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Long Star Growth

Long Star Growth was incorporated in Hong Kong on January 14, 2014 and an indirect wholly-owned subsidiary of CDH Growth Fund III (USD Parallel), L.P. (“**CDH Growth Fund**”) as of the Latest Practicable Date. As of the Latest Practicable Date, the general partner of CDH Growth Fund was CDH R-III Parallel Holdings Company Limited, which was in turn controlled by CDH Griffin Holdings Company Limited (“**CDH Griffin**”) through its controlled entities. As of the Latest Practicable Date, CDH Griffin was indirectly owned as to 33.2% by Wu Shangzhi, the single largest shareholder of CDH Griffin. As of the Latest Practicable Date, CDH Growth Fund had 20 limited partners, the largest of which was Prowell Ventures Pte Ltd, holding approximately 29.24% of its partnership interest, which was a limited company established by the government of Singapore. Long Star Growth is engaged in investments in the medical, healthcare and related industries.

To the best knowledge of the Directors, save as disclosed above, each of Long Star Growth and its ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Tongde Qianyuan

Three funds managed by their respective general partners which were all in turn managed by Tongde Qianyuan (Beijing) Investment Management Co., Ltd (同德乾元(北京)投資管理有限公司) (“**Tongde Qianyuan**”) made [REDACTED] Investments in the Company. As of the Latest Practicable Date, Tongde Qianyuan was owned as to approximately 72.38% by Wen Zhicheng (former secretary to the Board). Details of these three funds are set out as below:

(i) *Zhongheng Tongde*

Zhongheng Tongde is a limited partnership established in the PRC on January 16, 2020 and its general partner is Beijing Tongde Tongxin Investment Center (Limited Partnership) (北京同德同鑫投資中心(有限合夥)) (“**Tongde Tongxin**”). The general partner of Tongde Tongxin is Tongde Qianyuan. As of the Latest Practicable Date, the

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only limited partner of Zhongheng Tongde is Guangxi Wuzhou Zhongheng Group Co., Ltd (廣西梧州中恒集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600252.SH), holding approximately 98% partnership interest in Zhongheng Tongde.

(ii) *Huiyou Xingyao*

Huiyou Xingyao is a limited partnership established in the PRC on September 24, 2020 and its general partner is Nanning Yaoyou Business Consulting Partnership (Limited Partnership) (南寧曜友商務諮詢合夥企業(有限合夥)) (“**Nanning Yaoyou**”). The general partner of Nanning Yaoyou is Tongde Qianyuan. As of the Latest Practicable Date, Huiyou Xingyao had 19 limited partners, the largest of which was Chongqing Lummy Pharmaceutical Co., Ltd. (重慶萊美藥業股份有限公司) (stock code: 300006.SZ), holding approximately 26.55% partnership interest in Huiyou Xingyao.

(iii) *Gongqingcheng Huiyou*

Gongqingcheng Huiyou is a limited partnership established in the PRC on June 23, 2021 and its general partner is Gongqingcheng Yaoyou Investment Center (Limited Partnership) (共青城曜友投資中心(有限合夥)) (“**Gongqingcheng Yaoyou**”). The general partner of Gongqingcheng Yaoyou is Tongde Qianyuan. As of the Latest Practicable Date, Gongqingcheng Huiyou had 13 limited partners, the largest of which was Peng Zhongxi (彭忠喜), holding 25.00% partnership interest in Gongqingcheng Huiyou.

Zhongheng Tongde, Huiyou Xingyao and Gongqingcheng Huiyou are investment arms of Tongde Qianyuan which focuses on investment and industrial mergers and acquisitions in innovative drugs, biotechnology and innovative medical device industries. As of the Latest Practicable Date, as confirmed by Tongde Qianyuan, the total assets managed by Tongde Qianyuan was approximately RMB314.6 million.

To the best knowledge of the Directors, save as disclosed above, each of Zhongheng Tongde, Huiyou Xingyao, Gongqingcheng Huiyou and Tongde Qianyuan, each of their ultimate beneficial owners, and each of their general partners and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Dr. Guo Hongwei

Dr. Guo Hongwei (郭宏偉) is an individual investor and a non-executive Director. For further details on his biography, please refer to the section headed “Directors, Supervisors and Senior Management” in this document.

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BGI Co-win Fund I

BGI Co-win Fund I is a limited partnership established in the PRC on December 2, 2016 and its general partner is BGI Co-win (Shenzhen) Private Equity Investment Fund Management Co., Ltd (華大共贏(深圳)股權投資基金管理有限公司) (“**BGI CoWin**”), which was in turn owned as to approximately 34.97% by BGI Shenzhen Co., Ltd. (深圳華大基因科技有限公司) and as to approximately 33.79% by Shenzhen Huaao Capital Management Co., Ltd. (深圳華澳資本管理有限公司) as of the Latest Practicable Date. BGI Shenzhen Co., Ltd. was owned as to approximately 85.30% by Wang Jian (汪建) and Shenzhen Huaao Capital Management Co., Ltd. was owned as to approximately 72% by Liu Yu (劉宇) as of the Latest Practicable Date. As of the Latest Practicable Date, BGI Co-win Fund I had 10 limited partners, the largest of which was Beihai Gofar Chuanshan Biological Co., Ltd. (北海國發川山生物股份有限公司) (stock code: 600538.SH), holding approximately 27.03% partnership interest in BGI Co-win Fund I. BGI CoWin is a private equity fund management institution established by a well-known professional investment team in the field of life science and healthcare. The management team of BGI CoWin has more than 15 years of investment and project incubation experience, has experienced the full cycle of fundraising, investment, management and exit of the fund, and has established a mature investment management system. The core team of BGI CoWin has been tracking medical fields such as gene technology, biomedicine and medical devices for a long time. As of the Latest Practicable Date, as confirmed by BGI CoWin, BGI CoWin has invested in more than 20 life science projects, with an asset exceeding RMB2 billion.

To the best knowledge of the Directors, save as disclosed above, each of BGI Co-win Fund I, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Sanhua Hongdao

Sanhua Hongdao is a limited partnership established in the PRC on September 27, 2016 and its executive partner is Zhang Shaobo (張少波). As of the Latest Practicable Date, Sanhua Hongdao had three partners and the largest limited partner is Sanhua Holding Group Co., Ltd. (三花控股集團有限公司) (“**Sanhua Holding**”), holding approximately 87.77% partnership interest in Sanhua Hongdao. As of the Latest Practicable Date, Sanhua Holding was owned by more than 40 shareholders with each of them holding less than 30% of its equity interest. Sanhua Hongdao is mainly engaged in equity investment, domestic and foreign mergers and acquisitions, and capital operation of listed companies, investing in enterprises at all stages of development with an annual investment scale of RMB1 billion as confirmed by Sanhua Hongdao.

To the best knowledge of the Directors, save as disclosed above, each of Sanhua Hongdao, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

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Hainan Weifeng

Hainan Weifeng is a limited partnership established in the PRC on August 4, 2020 and its general partner is Mao Fengfeng (毛豐峰). As of the Latest Practicable Date, Hainan Weifeng had one limited partner, Pu Weijie (浦偉傑), holding 99.00% partnership interest in Hainan Weifeng. Hainan Weifeng is mainly engaged in internet information services, information technology consulting services, information consulting services and investment activities with own funds.

To the best knowledge of the Directors, save as disclosed above, each of Hainan Weifeng, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Zhuhai Shengyi

Zhuhai Shengyi is a limited partnership established in the PRC on December 8, 2020 and its general partner is Ma Gang (馬鋼). As of the Latest Practicable Date, Zhuhai Shengyi had two limited partners, Tan Weiliang (譚煒樑) and Ye Jianfeng (葉健鋒), each holding approximately 49.85% partnership interest in Zhuhai Shengyi. Zhuhai Shengyi is mainly engaged in investment activities with own funds, business management consulting, business management, information consulting services and social and economic consulting services.

To the best knowledge of the Directors, save as disclosed above, each of Zhuhai Shengyi, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Baiying Huizhi

Baiying Huizhi is a limited partnership established in the PRC on January 26, 2018 and its general partner is Wuhan Baiying Biological Industry Investment Management Co., Ltd. (武漢百贏生物產業投資管理有限公司) (“**Wuhan Baiying**”). As of the Latest Practicable Date, Wuhan Baiying was wholly owned by Wuhan Bio-techo Institution Management Co., Ltd. (武漢生物技術研究院有限公司) (“**Wuhan Bio-techo**”), which was in turn wholly owned by Wuhan Bio-techo Institution (武漢生物技術研究院). As of the Latest Practicable Date, Baiying Huizhi had four limited partners, the largest of which was Wuhan Bio-techo, holding 45.00% partnership interest in Baiying Huizhi. Baiying Huizhi is mainly engaged in non-securities equity investment activities and related advisory services. As of the Latest Practicable Date, as confirmed by Baiying Huizhi, the total assets managed by Wuhan Baiying was approximately RMB0.18 billion.

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To the best knowledge of the Directors, save as disclosed above, each of Baiying Huizhi, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Shaoshan Hongyu

Shaoshan Hongyu is a limited liability company established in the PRC on January 14, 2021, which was owned as to 30.00% by Xie Xiaoyu (謝曉宇) and 30.00% by Wu Zhihong (伍志洪) as of the Latest Practicable Date. The business scope of Shaoshan Hongyu is medical research and experimental development, bio-based materials technology R&D, bio-chemical products technology R&D, first-class medical devices retail and manufacturing of chemical products.

To the best knowledge of the Directors, save as disclosed above, each of Shaoshan Hongyu, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Hainan Boyou

Hainan Boyou is a limited partnership established in the PRC on December 7, 2020 and its general partner is Liu Dong (劉東). As of the Latest Practicable Date, Hainan Boyou had 4 limited partners, the largest of which was Shidai Weiye, holding approximately 31.13% partnership interest in Hainan Boyou. Shidai Weiye was owned as to 60.00% and 40.00% by Liu Dong and Liu Junting (劉俊亭), respectively, as of the Latest Practicable Date. Hainan Boyou is mainly engaged in business management, social and economic consulting services, information consulting services and information technology consulting services.

To the best knowledge of the Directors, save as disclosed above, each of Hainan Boyou, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Qianshan Xinrong

Qianshan Xinrong is a limited partnership established in the PRC on May 8, 2021 and its general partner is Beijing Qianshan Xinyuan Investment Management Co., Ltd. (北京千山信遠投資管理有限公司) (“**Qianshan Xinyuan**”). As of the Latest Practicable Date, Qianshan Xinyuan was wholly owned by Qianshan Capital Management Co., Ltd. (千山資本管理有限公司), which was in turn owned as to approximately 73.40% by Wang Cheng (王成). As of the Latest Practicable Date, Qianshan Xinrong had seven limited partners, the largest of which were Luan Fuxing (樂福星) and Jia Liu (賈劉), each holding approximately 23.67% partnership interest in Qianshan Xinrong. Qianshan Xinrong is a private equity fund of Qianshan Xinyuan

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which is mainly engaged in equity investment, investment management, investment consulting and business information consulting. As of the Latest Practicable Date, as confirmed by Qianshan Xinrong, Qianshan Xinyuan managed private funds with the total size of approximately RMB3 billion.

To the best knowledge of the Directors, save as disclosed above, each of Qianshan Xinrong, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Guangdong Xingyao

Guangdong Xingyao is a limited partnership established in the PRC on December 21, 2020 and its general partner is Camel Equity Investment Fund Management (Guangdong) Co., Ltd. (駱駝股權投資基金管理(廣東)有限公司) (“**Camel Equity**”). As of the Latest Practicable Date, Camel Equity was owned as to 50.10% by Guangdong Tianxing Investment Holding Co., Ltd. (廣東天星投資控股有限公司) (“**Guangdong Tianxing**”). Guangdong Tianxing was owned as to 37.50% by Liu Yong (劉勇) and 37.50% by Liu Lu (劉露) as of the Latest Practicable Date. As of the Latest Practicable Date, Guangdong Xingyao had 18 limited partners, with each of them holding less than 10% equity interests in Guangdong Xingyao. Guangdong Xingyao is an investment arm of Camel Equity which is mainly engaged in equity investment, investment management, asset management and other activities with private equity funds. As of the Latest Practicable Date, as confirmed by Camel Equity, the total investment scale of Camel Equity exceeded RMB1.1 billion.

To the best knowledge of the Directors, save as disclosed above, each of Guangdong Xingyao, its ultimate beneficial owners, and its general partner and limited partners (as the case may be) is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Guanggu Entities

Three limited liability companies controlled by the state-owned Wuhan East Lake New Technology Development Zone Management Committee (武漢東湖新技術開發區管理委員會) (“**East Lake Management Committee**”) made [REDACTED] Investments in the Company. Details of these three companies are set out as below.

(i) Guanggu New Technology

Guanggu New Technology is a limited liability company established in the PRC on October 16, 2014, which was owned as to approximately 98.59% by Wuhan Hi-Tech Holding Group Co., Ltd. (武漢高科國有控股集團有限公司) (“**Wuhan Hi-Tech**”) as of the Latest Practicable Date. Wuhan Hi-Tech is a limited liability company established in the PRC, which was wholly owned by the state-owned East Lake Management Committee as of the Latest Practicable Date. Guanggu New Technology is mainly engaged in investment activities with its own funds and asset management services for the investments with its own funds.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

(ii) *Guanggu Health*

Guanggu Health is a limited liability company established in the PRC on October 28, 2020, which was wholly owned by Hubei Science and Technology Investment Group Co., Ltd. (湖北省科技投資集團有限公司) (“**Hubei Science & Technology Investment**”) as of the Latest Practicable Date. Hubei Science & Technology Investment is a limited liability company established in the PRC, which was wholly owned by the state-owned East Lake Management Committee as of the Latest Practicable Date. Guanggu Health is mainly engaged in investment activities with its own funds, asset management services for the investments with its own funds and business management consulting.

(iii) *Guanggu Growth*

Guanggu Growth is a limited liability company established in the PRC on April 8, 2011, which was owned as to approximately 50.91% by Wuhan Optics Valley Venture Capital Fund Co., Ltd. (武漢光谷創業投資基金有限公司) (“**Guanggu VC**”) and as to approximately 49.09% by Wuhan Optics Valley Technology Financing Guarantee Co., Ltd. (武漢光谷科技融資擔保有限公司) (“**Guanggu Financing Guarantee**”), respectively, as of the Latest Practicable Date. Guanggu VC is a limited liability company established in the PRC, which was owned directly as to 57.00% by Wuhan Optics Valley Financial Holding Group Co., Ltd. (武漢光谷金融控股集團有限公司) (“**Guanggu Financial Holding Group**”) as of the Latest Practicable Date. Guanggu Financing Guarantee is a limited liability company established in the PRC, which was owned as to 90.00% by Guanggu Financial Holding Group as of the Latest Practicable Date. Guanggu Financial Holding Group is a limited liability company established in the PRC and was owned as to approximately 54.61% by Hubei Science & Technology Investment, which was wholly owned by the state-owned East Lake Management Committee as of the Latest Practicable Date. Guanggu Growth is mainly engaged in venture capital, venture capital consulting and entrepreneurial management services.

To the best knowledge of the Directors, save as disclosed above, each of Guanggu New Technology, Guanggu Health, Guanggu Growth and their ultimate beneficial owners is an independent third party and has no relationship with any connected persons of the Company or other [REDACTED] Investors.

Compliance with Interim Guidance

On the basis that (i) the consideration for the [REDACTED] Investments was settled more than 28 clear days before the date of our first submission of the [REDACTED] form to the Stock Exchange in relation to the [REDACTED], and (ii) no special rights of the [REDACTED] Investors will exist after the [REDACTED], the Sole Sponsor has confirmed that the [REDACTED] Investments are in compliance with the Guidance Letter HKEX-GL29-12 issued in January 2012 and updated in March 2017 by the Stock Exchange and the Guidance Letter HKEX-GL43-12 issued in October 2012 and updated in July 2013 and in March 2017 by the Stock Exchange.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

PUBLIC FLOAT

Upon completion of the [REDACTED] and conversion of the [REDACTED] Shares into H Shares, assuming that [(i) [REDACTED] H Shares being issued in the [REDACTED]; (ii) the [REDACTED] is not exercised; and (iii) [REDACTED] Shares being converted to H Shares, based on an [REDACTED] of HK\$[REDACTED] per H Share (being the mid-point of the indicative [REDACTED] range), [REDACTED]% of the Company’s total issued Shares with a market capitalization of at least HK\$[REDACTED] will be held by the public as required under Rule 18A.07 of the Listing Rules.] The [REDACTED] Shares, representing approximately [REDACTED]% of our total issued Shares immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised) and the conversion of the [REDACTED] Shares into H Shares, will not count towards the public float for the purpose of Rule 8.08 of the Listing Rules after [REDACTED]. Except as stated above, all the H Shares directly held by other Shareholders will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules.

Please see the table below for more details on Shares which will not be counted towards public float for the purpose of Rule 8.08 of the Listing Rules:

Shareholder	Number of Shares ⁽³⁾	Percentage of the total share capital of the Company immediately following completion of the [REDACTED] (assuming that the [REDACTED] is not exercised) and the conversion of the [REDACTED] Shares into H Shares
CSPC-NBP ⁽¹⁾	[REDACTED]	[REDACTED]
Yuan Qian ⁽²⁾	[REDACTED]	[REDACTED]
Wuhan Caizhi ⁽²⁾	[REDACTED]	[REDACTED]
Dr. Zhou Hongfeng ⁽²⁾	[REDACTED]	[REDACTED]
Guanggu New Technology ⁽²⁾	[REDACTED]	[REDACTED]
Dr. Zhou Pengfei ⁽²⁾	[REDACTED]	[REDACTED]
Caizhi No. 2 ⁽²⁾	[REDACTED]	[REDACTED]
Guanggu Health ⁽²⁾	[REDACTED]	[REDACTED]
Huiyou Xingyao ⁽²⁾	[REDACTED]	[REDACTED]
BGI Co-win Fund I ⁽²⁾	[REDACTED]	[REDACTED]
Gongqingcheng Huiyou ⁽²⁾	[REDACTED]	[REDACTED]
Guanggu Growth ⁽²⁾	[REDACTED]	[REDACTED]
Zhuhai Shengyi ⁽²⁾	[REDACTED]	[REDACTED]
Dr. Guo Hongwei ⁽²⁾	[REDACTED]	[REDACTED]
<i>Total</i>	[REDACTED]	[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (1) *The [REDACTED] H Shares held by CSPC-NBP, a substantial Shareholder and therefore our core connected person, representing approximately [REDACTED]% of our total issued Shares immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised) and the conversion of the [REDACTED] Shares into H Shares, will not be counted towards public float for the purpose of Rule 8.08 of the Listing Rules.*
- (2) *The [REDACTED] Shares held by our Shareholders, representing approximately [REDACTED]% of our total issued Shares immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), will not be considered as part of the public float as these [REDACTED] Shares will not be converted into H Shares following the completion of the [REDACTED].*
- (3) *For the avoidance of doubt, both [REDACTED] Shares (comprising Domestic Shares and [REDACTED] Foreign Shares) and H Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares.*

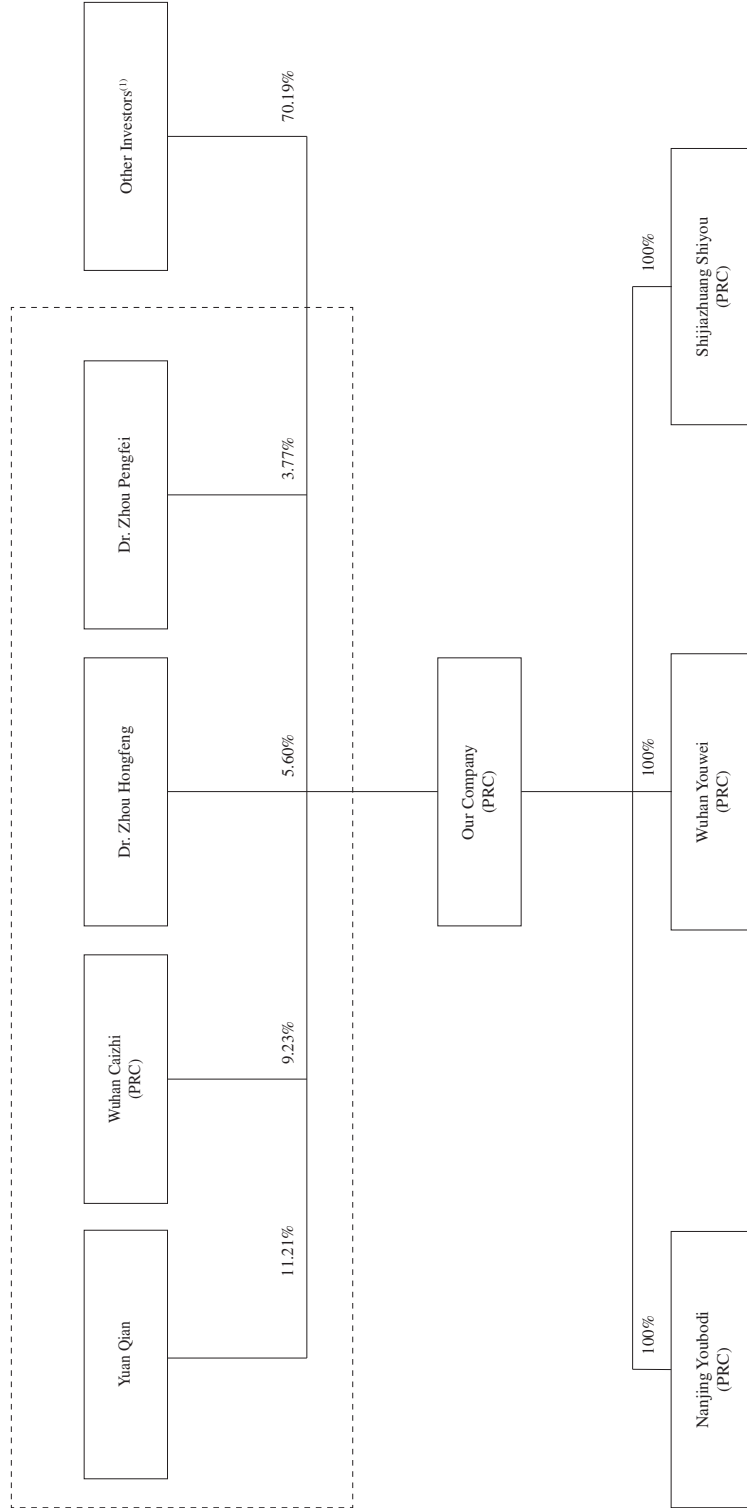
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE STRUCTURE

Corporate Structure Immediately before Completion of the [REDACTED]

The following chart illustrates the shareholding structure and simplified corporate structure of the Group immediately prior to the completion of the [REDACTED] and conversion of the [REDACTED] Shares into H Shares:

Total shareholding held/controlled by the AIC Parties: 29.81%



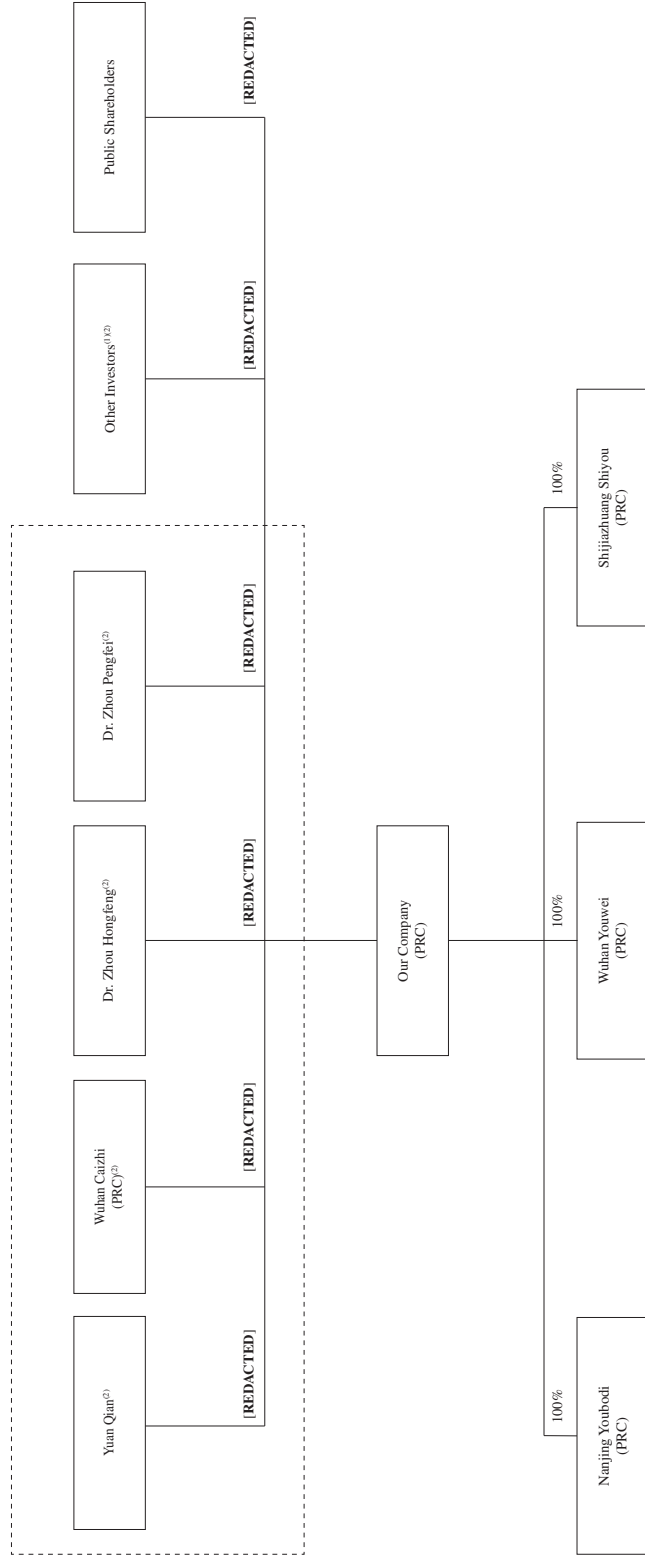
(1) For details on the other investors, please refer to the paragraphs headed “– [REDACTED] Investments – Summary of [REDACTED] Investments”, “– [REDACTED] Investments – Capitalization of the Company” and “– [REDACTED] Investments – Information about our [REDACTED] Investors” in this section.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Corporate Structure Immediately Following Completion of the [REDACTED]

The following chart illustrates the shareholding structure and simplified corporate structure of our Group immediately following the completion of the [REDACTED] and conversion of the [REDACTED] Shares into H Shares (assuming the [REDACTED] is not exercised):

Total shareholding held/controlled by the AIC Parties: [REDACTED]%



(1) For details on the other investors, please refer to the paragraphs headed “– [REDACTED] Investments – Summary of [REDACTED] Investments”, “– [REDACTED] Investments – Capitalization of the Company” and “– [REDACTED] Investments – Information about our [REDACTED] Investors” in this section.

(2) The total of [REDACTED] Shares held by Yuan Qian, Wuhan Cairzhi, Dr. Zhou Hongfeng, Guanggu New Technology, Dr. Zhou Pengfei, Caizhi No. 2, Guanggu Health, Huiyou Xingyao, BGI Co-win Fund I, Gongqingcheng Huiyou, Guanggu Growth, Zhuhai Shengyi and Dr. Guo Hongwei, and the [REDACTED] H Shares held by CSPC-NBP will not be counted towards public float for the purpose of Rule 8.08 of the Listing Rules. For more details, please refer to the paragraphs headed “– Public Float” in this section.