OVERVIEW

Our history can be traced back to 1996, when Dr. Zhu Yi, our chairperson of the Board, general manager and Chief Scientific Officer, established Baili Pharmaceutical, a predecessor of our Company and now a major subsidiary. Our other predecessor, Tianheng Pharmaceutical, was established in August 2006. In November 2011, our Company was converted into a joint stock company named Sichuan Biokin Pharmaceutical Co., Ltd. (四川百利天恒藥業股份有限公司). In January 2023, we were listed on the SSE STAR Market (stock code: 688506). For details, see "— Major Shareholding Changes of Our Company."

Building on our expertise in complex generics and traditional Chinese medicine, we have developed into an integrated pharmaceutical group with capabilities spanning early-stage research, clinical development, manufacturing and commercialization.

We entered the innovative drug business in 2010 and have since reinvested most of the revenue generated from our generic drug and traditional Chinese medicine businesses in innovative drug R&D. In 2014, we established SystImmune in Seattle, the U.S., to advance early-stage innovation and global clinical development, and commenced the development of iza-bren, an EGFR × HER3 bispecific antibody-drug conjugate. Iza-bren subsequently became the first EGFR × HER3 bispecific ADC globally to enter Phase III clinical development and, following its approval in China in June 2026, the world's first and, as of the Latest Practicable Date, only approved EGFR × HER3 bispecific ADC. Over the past decade, we have established a science-based and data-driven R&D system focused on oncology, with technology platforms covering ADCs, ARCs and multi-specific T-cell engagers (GNCs), supporting the discovery and development of our innovative drug pipeline.

OUR KEY MILESTONES

The following table summarizes our key corporate and business milestones:

Year	Milestone
1996	We established Baili Pharmaceutical to produce traditional Chinese medicine and other drugs.
2005	We established Guorui Pharmaceutical to produce anesthesia drugs.
2010	We expanded into the innovative drug business.
2011	Our Company was converted into a joint stock limited company.
2014	We established Jingxi Pharmaceutical to produce active pharmaceutical ingredients.
	We established Hiatt Technology to produce pharmaceutical intermediates.
	We established SystImmune, a wholly-owned subsidiary, in Seattle, the U.S. to lead our innovation of therapeutics modalities and discovery of novel drug pipelines.
	We established the HIRE-ADC platform and bispecific antibody SEBA platform.
2015	We established the multi-specific antibody GNC platform.
2017	We established Baili-Bio to produce antibody drugs.

Year	Milestone
2021	We received NMPA IND approval for iza-bren, our Core Product, an EGFR × HER3 bispecific ADC, and initiated its first-in-human Phase I trial in China.
2022	We expanded the Phase I clinical development of iza-bren into gastrointestinal cancers and breast cancer.
	We received NMPA IND approval for T-Bren, our Core Product, a HER2-targeted ADC with a Topo1 inhibitor payload, and initiated its first-in-human Phase I trial in China.
2023	We listed on the SSE STAR Market under stock code 688506.
	We received FDA IND approval for iza-bren and initiated its first Phase I trial in the U.S.
	We initiated a Phase III registrational trial of iza-bren for recurrent or metastatic NPC in China.
	We entered into a global strategic license and collaboration agreement with BMS for iza-bren.
2024	We initiated six Phase III trials of iza-bren in China, covering ESCC, HR+/HER2-breast cancer, EGFR wild-type and EGFR-mutant NSCLC, TNBC and recurrent SCLC.
	We initiated the first Phase I trial of T-Bren in the U.S. and its first Phase III trial, for second-line or later HER2-positive breast cancer, in China.
2025	We achieved the primary endpoints in the Phase III trial of iza-bren for recurrent or metastatic NPC in China, submitted an NDA to the NMPA and obtained admission into the CDE Priority Review Program.
	We achieved the primary endpoints in the Phase III trial of iza-bren for recurrent or metastatic ESCC in China and submitted an NDA that was accepted for filing by the NMPA.
	We initiated Phase III trials of T-Bren in China for HER2-low breast cancer, adjuvant HER2-positive breast cancer, HER2-mutant NSCLC and HER2-positive advanced gastric or gastroesophageal junction adenocarcinoma.
2026	We achieved the primary endpoints in the Phase III trial of iza-bren for unresectable locally advanced or metastatic TNBC in China and submitted an NDA that was accepted for filing by the NMPA.
	We received NDA approvals from the NMPA for iza-bren for later-line treatment of NPC and for the second-line treatment of ESCC.
	We initiated additional pivotal trials of iza-bren in China for SCLC, ESCC, biliary tract cancer and EGFR-mutant NSCLC.
	We initiated Phase III trials of T-Bren in China for first-line HER2-positive breast cancer, HER2-expressing platinum-resistant ovarian cancer and HER2-expressing advanced biliary tract cancer.
	We initiated a Phase III multi-regional clinical trial of BL-M14D1, a DLL3-directed ADC, in combination with atezolizumab for extensive-stage SCLC.

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

1. Incorporation and Early Development

On August 17, 2006, our predecessor, Tianheng Pharmaceutical, was established in the PRC with registered capital of RMB1,000,000. Baili Pharmaceutical and Chengdu Xinbo Technology Co., Ltd.* (成都新博科技有限責任公司) ("**Chengdu Xinbo**"), each of which was controlled by Dr. Zhu, contributed RMB950,000 and RMB50,000, representing 95% and 5% of the registered capital, respectively.

On October 22, 2007, Chengdu Xinbo transferred its 5% equity interest in Tianheng Pharmaceutical to Baili Pharmaceutical for RMB50,000, equal to the registered capital value of such interest. Upon completion of such transfer, Tianheng Pharmaceutical became wholly owned by Baili Pharmaceutical.

On December 24, 2010, Baili Pharmaceutical transferred 96.81%, 3.00% and 0.19% equity interests in Tianheng Pharmaceutical to Dr. Zhu, Ms. Zhang Suya and Ms. Zhu Ying (Dr. Zhu's sister) for RMB968,100, RMB30,000 and RMB1,900, respectively, determined by reference to Tianheng Pharmaceutical's registered capital. Upon completion of the transfer, Dr. Zhu, Ms. Zhang Suya and Ms. Zhu Ying held approximately 96.81%, 3.00% and 0.19% of Tianheng Pharmaceutical, respectively.

On July 15, 2011, Xinjiang Xinxi Equity Investment Limited Partnership* (新疆新璽股權投資有限合夥企業) ("**Xinjiang Xinxi**") and Hangzhou Ronggao Equity Investment Co., Ltd.* (杭州融高股權投資有限公司) ("**Hangzhou Ronggao**"), each an Independent Third Party, subscribed for approximately 2.75% and 1.93% equity interests in Tianheng Pharmaceutical for RMB1,599,828 and RMB1,122,686, respectively. The consideration was determined after arm's length negotiation based on the Company's development at the time. Upon completion of the capital injection, Dr. Zhu, Ms. Zhang Suya, Xinjiang Xinxi, Hangzhou Ronggao and Ms. Zhu Ying held approximately 92.28%, 2.86%, 2.75%, 1.93% and 0.18% of Tianheng Pharmaceutical, respectively.

2. Conversion into a joint-stock company in November 2011

On November 29, 2011, Tianheng Pharmaceutical was converted into a joint stock company with registered capital of RMB103,720,000 under the name Sichuan Biokin Pharmaceutical Co., Ltd. Upon completion of the conversion, Dr. Zhu, Ms. Zhang Suya, Xinjiang Xinxi, Hangzhou Ronggao and Ms. Zhu Ying continued to hold approximately 92.28%, 2.86%, 2.75%, 1.93% and 0.18% of our Company, respectively.

3. Capital injection in December 2011

On December 19, 2011, Ms. Zhang Suya and 45 other individuals subscribed for additional Shares for total consideration of RMB3,328,000. The consideration was determined by reference to the Company's net asset value of approximately RMB269.4 million as of July 31, 2011 under a third-party valuation report. Except for Ms. Zhang Suya (an executive Director, the executive deputy general manager and the chief financial officer), Mr. Zhu Xi (the brother of Dr. Zhu), Mr. Kang Jian (a former Director), Ms. Wang Xiaoxiao (a deputy general manager), Mr. Zhang Yong (a supervisor of Lhasa Xinbo and the brother of Ms. Zhang Suya) and Mr. Wang Gang (a supervisor of Tianze Pharmaceutical), the other 40 investors are Independent Third Parties. Upon completion of the capital injection, our share capital increased to RMB105,000,000.

4. Capital injection by OAP III in September 2017

On August 16, 2017, OAP III (HK) Limited ("**OAP III**") subscribed for approximately 9.43% of the then-enlarged share capital of our Company for USD38,226,300, equivalent to RMB250,000,000. The consideration was determined after arm's length negotiation and was settled on September 15, 2017. Upon completion of the capital injection, our share capital increased to RMB115,937,500.

5. Share transfer in March 2018

On January 25, 2018, Guangzhou Defu Phase II Equity Investment Fund (Limited Partnership) (廣州德福二期股權投資基金(有限合夥)) ("**Guangzhou Defu**") entered into a share transfer agreement with Xinjiang Xinxi and Hangzhou Ronggao, pursuant to which Xinjiang Xinxi and Hangzhou Ronggao transferred approximately 2.46% and 1.73% of the then-share capital in our Company to Guangzhou Defu for RMB65,142,300 and RMB45,715,200, respectively. The considerations were determined after arm's length negotiation and were settled on February 11, 2018.

6. A Shares offering and listing on the SSE STAR Market in January 2023

Following approval by the SSE and registration with the CSRC, on January 6, 2023, our A Shares were listed on the SSE STAR Market under stock code 688506 (the "**A Share Offering**"). In connection with the A Share Offering, we issued 40,100,000 A Shares at an offer price of RMB24.70 per A Share. Upon completion of the A Share Offering, our total issued share capital increased to 401,000,000 A Shares. The net proceeds from the A Share Offering amounted to approximately RMB0.88 billion and were intended to be used to fund the construction of antibody drug industrialization facilities and clinical research and development of antibody drugs.

7. Non-public share transfer in March 2024

On March 27, 2024, OAP III transferred 5,520,000 A Shares to 21 institutional investors, all of whom are Independent Third Parties, through a non-public transfer at RMB109.25 per A Share for total consideration of RMB603.1 million. The considerations were settled on March 26, 2024.

8. Placement of A Shares in September 2025

In September 2025, our Company completed a placement of 11,873,817 A Shares to 18 investors, each of whom was an Independent Third Party, at RMB317.00 per A Share (the "**2025 A Share Placement**"). Upon completion of the 2025 A Share Placement, our total issued share capital increased to 412,873,817 A Shares. The net proceeds from the A Share Placement amounted to approximately RMB3.73 billion and are intended to be used to fund R&D projects of innovative drugs, advancing its innovative drug development process and further enhancing its core competitiveness.

SOPHISTICATED INVESTOR

We have identified OAP III as the Sophisticated Investor for purposes of Chapter 18A of the Listing Rules. OAP III (a dedicated healthcare fund) has made a significant investment in our Company more than six months before the [**REDACTED**] and will hold approximately [**REDACTED**]% of the total issued Shares immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and that there is no change in the issued A Shares between the Latest Practicable Date and the [**REDACTED**]).

OAP III is wholly owned by OrbiMed Asia Partners III, L.P. ("**OAP Asia III**"). OAP Asia III is an exempted limited partnership established under the laws of the Cayman Islands. OAP Asia III's general partner is OrbiMed Asia GP III, L.P. ("**OAP III GP**"), and OAP III GP's general partner is OrbiMed Advisors III Limited ("**Advisors III**"). OrbiMed Advisors LLC ("**OrbiMed Advisors**") is the advisory company of OAP Asia III. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, to our best knowledge, each of whom is an Independent Third Party. OAP Asia III has 102 limited partners and none of such limited partners individually hold more than 20% partnership interest in OAP Asia III.

OrbiMed Advisors is a global healthcare investment firm with assets under management of approximately US$20 billion as of December 31, 2025. OrbiMed Advisors invests globally in the healthcare sector with investment ranging from early-stage private companies to large multinational corporations.

[**REDACTED**]

MAJOR ACQUISITIONS AND DISPOSALS

During the Track Record Period and up to the Latest Practicable Date, we did not conduct any acquisition, disposal or merger that we considered material.

OUR SUBSIDIARIES

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

Name of subsidiaries	Place of incorporation	Date of incorporation	Equity interest attributable to our Group	Principal activities
Baili Pharmaceutical	PRC	August 23, 1996	100%	Production, research and development of pharmaceutical products
Guorui Pharmaceutical	PRC	December 7, 2005	100%	Production, research and development of pharmaceutical products
Lhasa Xinbo	PRC	August 22, 2013	100%	Sales and distribution of pharmaceutical products
Panku Capital	BVI	April 16, 2014	100%	Investment holding
SystImmune	US	April 21, 2014	100%	Research and development of pharmaceutical products
Hiatt Technology	PRC	September 29, 2014	100%	Production, research and development of pharmaceutical products
Jingxi Pharmaceutical	PRC	September 29, 2014	100%	Production, research and development of pharmaceutical products
Baili-Bio	PRC	February 21, 2017	100%	Production, research and development of pharmaceutical products
Tianze Pharmaceutical	PRC	November 26, 2020	100%	Production of pharmaceutical products
Nuoxin Bio	PRC	March 4, 2025	100%	Provision of research and development services
Chengdu Yuyanqi	PRC	December 15, 2025	100%	No substantial business operations
Biokin Shanghai	PRC	December 22, 2025	100%	No substantial business operations
Chengdu Jinghe	PRC	April 2, 2026	100%	No substantial business operations

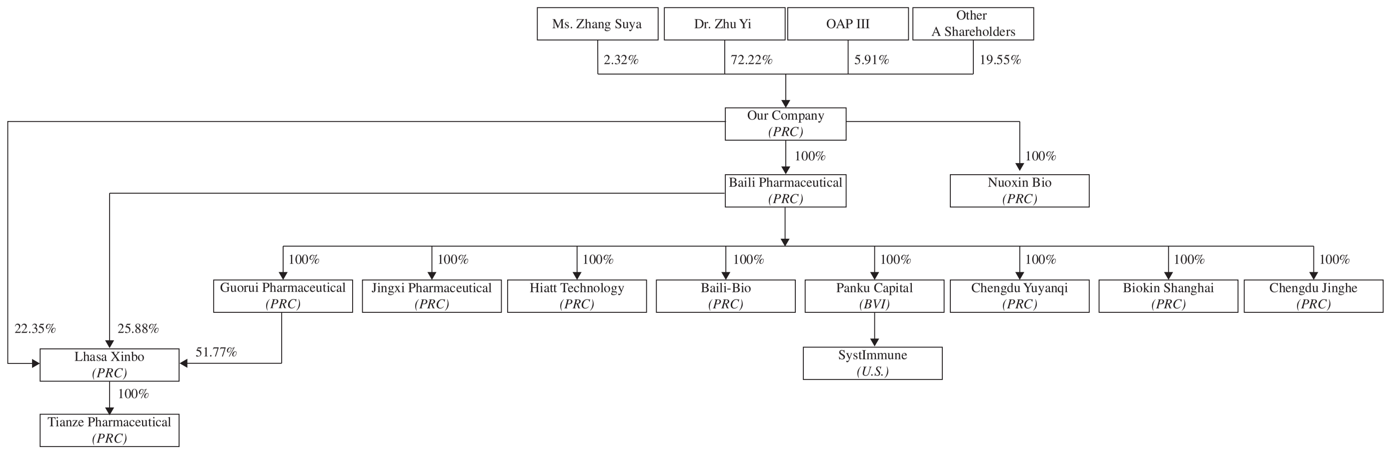
OUR LISTING ON THE SSE STAR MARKET AND THE REASONS FOR THE [REDACTED] ON THE SEHK

From the Company's listing on the SSE STAR Market to the Latest Practicable Date, neither our Company nor its subsidiaries received any notice from the SSE alleging non-compliance with the SSE STAR Market Listing Rules. The Directors confirm, after making reasonable enquiries, that our Group complied with those rules in all material respects and that no matter relating to its SSE STAR Market compliance record should be brought to the attention of [**REDACTED**] or the SEHK. Our PRC Legal Advisor is of the view that our Directors' confirmation above with regard to our compliance records is accurate. Based on their independent due diligence, nothing has come to the Joint Sponsors' attention that would cause them to disagree with our Directors' confirmation above with regard to our compliance records on the SSE STAR Market.

Our Company is seeking to [**REDACTED**] its H Shares on the SEHK to raise capital for global clinical development, strengthen working capital and support the development of its operations outside the PRC. The [**REDACTED**] will also provide our Company with access to both PRC and international capital markets. See "Future Plans and [**REDACTED**]."

CORPORATE AND SHAREHOLDING STRUCTURE IMMEDIATELY PRIOR TO THE [REDACTED]

The following chart sets out our corporate and shareholding structure immediately prior to the [**REDACTED**]:



CORPORATE AND SHAREHOLDING STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The following chart sets out our corporate and shareholding structure immediately following completion of the [**REDACTED**]: