

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES**1. Incorporation**

Our Company was incorporated in the Cayman Islands on October 15, 2020 as an exempted company with limited liability. Our registered office address is at the offices of Maples Corporate Services Limited, PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles of Association is set out in the section headed "Summary of the Constitution of the Company and Cayman Islands Company Law" in Appendix III to this prospectus.

Our registered place of business in Hong Kong is at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. We are registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on July 29, 2021 under the same address. Mr. Leung Ting Cheung has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

As at the date of this prospectus, our Company's head office was located at 401 Professional Drive, Suite 280 Gaithersburg, MD 20879, the U.S..

2. Changes in Share Capital

On October 15, 2020, our Company was incorporated with an authorized share capital of US\$150,000 divided into 150,000,000 shares of a par value of US\$0.001 each.

The following changes in the share capital of our Company took place during the two years immediately preceding the date of this prospectus:

- (a) On October 15, 2020, our Company issued one share with a par value of US\$0.001 to Maples Corporate Services Limited, which was subsequently transferred to Dr. Lu on the same day for a consideration of US\$0.001;

- (b) On January 21, 2021, our Company issued and allotted an aggregate of 33,074,864 Shares to the following persons and entities with a par value of US\$0.001 as part of the Reorganization:

Name	Number of Share Allotted	Number of Shares Held
Dr. Lu	7,624,624	7,624,625
Yang Lu Family Trust	2,500,000	2,500,000
Mike Ghias	1,250,000	1,250,000
Bojian Zheng	100,000	100,000
George Ji	347,100	347,100
Daofeng He	975,976	975,976
Yang Gao & Jie Cui	200,000	200,000
David Evans & Julee Ann Evans	91,538	91,538
Hongjun Yang & Qin Zhang	598,000	598,000
Yang (Alan) Lu & Liqian Jia	468,000	468,000
Jun Xu	397,000	397,000
Asghar Ghias	398,000	398,000
CSVC	2,024,860	2,024,860
Value Measure Investments Ltd.	3,687,316	3,687,316
Trinity Power Limited	4,062,691	4,062,691
Novarcel Group Limited	300,301	300,301
Soaring Star Ventures Limited	600,601	600,601
Xuning Wang	1,501,502	1,501,502
Global Vision Ventures Limited	3,003,004	3,003,004
Marvelous Legend Ventures Limited	600,601	600,601
Smooth River Limited	937,500	937,500
Alpha Win Goldenbridge Investment Limited	781,250	781,250
Cachet Multi Strategy Fund	625,000	625,000

- (c) On March 18, 2021, our Company issued and allotted an aggregate of 12,850,828 Shares to the following persons and entities with a par value of US\$0.001 as part of the Reorganization:

Name	Number of Share Allotted	Number of Shares Held
Shanghai Walga	3,593,750	3,593,750
Hongtao Jiaxuan	425,611	425,611
Hongtao Zhuoxuan	437,114	437,114
Shenzhen Star Sangel	1,562,500	1,562,500
Beijing Borui Ankang	3,125,000	3,125,000
Shanghai Chongshi	1,406,250	1,406,250
Shanghai Xinhao	2,300,603	2,300,603

- (d) On May 12, 2021, our Company issued and allotted an aggregate of 1,904,540 Shares to the following persons and entities with a par value of US\$0.001 as part of the Reorganization:

Name	Number of Share Allotted	Number of Shares Held
Shanghai Chongshi	952,270	2,358,520
Jiaxing HuaKong	952,270	952,270

- (e) On May 27, 2021, our Company issued and allotted an aggregate of 1,054,596 Shares as fully-paid up Shares with a par value of US\$0.001 to Guangzhou Xiangxue as part of the Reorganization.

- (f) On May 31, 2021, our Company issued and allotted an aggregate of 5,713,617 Shares as fully-paid up Shares with a par value of US\$0.001 to the following entities:

Name	Number of Share Allotted	Number of Shares Held
Jiangsu Sangel	1,428,404	1,428,404
Shenzhen Sangel	952,270	952,270
Shanghai Yuesheng	3,332,943	3,332,943

- (g) On July 13, 2021, our Company issued and allotted an aggregate of 12,628,334 Shares as fully-paid up Shares with a par value of US\$0.001 to the following entities:

Name	Number of Share Allotted	Number of Shares Held
Shanghai Chongshi	2,205,975	4,564,495
Smooth River Limited	390,533	1,328,033
Hongtao Boxuan	643,409	643,409
Thinkreal Holdings Limited	591,717	591,717
Novarcel Group Limited	355,030	355,030
SDG ALPHA WIN PE LPF	591,716	591,716
Foshanshi Gangyue Zhiyao II	1,360,351	1,360,351
AnHui He Zhuang	1,194,903	1,194,903
Maanshan Lingnuo	1,194,903	1,194,903
Zeta RNAi Limited	887,574	887,574
Dading W	355,030	355,030
Dading UNIFIN	392,545	392,545
Capital Catcher Limited	591,716	591,716
Zhuji Puhua Rongtuo	606,643	606,643
Puhua Capital	236,686	236,686
Kun Rui International	236,710	236,710
Vstar SWHY	236,683	236,683
NM Strategic	236,686	236,686
Dading C	260,352	260,352
Dading JP	59,172	59,172

- (h) Before the Listing, our Company will issue and allot an aggregate of 12,770,000 Shares to the trustee, who holds on trust under the Pre-IPO Equity Incentive Plan, with a par value of US\$0.001.

Save as disclosed above and in “– Resolutions of the Shareholders of Our Company dated December 6, 2021” below, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this prospectus.

3. Changes in the share capital of our subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants’ Report in Appendix I to this prospectus.

The following subsidiaries have been incorporated as of the date of this prospectus:

Name of Subsidiary	Place of Incorporation	Date of Incorporation
US Sirnaomics	U.S.	February 12, 2007
Sirnaomics (Hong Kong) Ltd.	Hong Kong	March 8, 2019
RNAimmune	U.S.	May 5, 2016
Suzhou Sirnaomics	PRC	March 10, 2008
Guangzhou Sirnaomics	PRC	May 8, 2012
Guangzhou RNAimmune	PRC	January 28, 2021

(a) Offshore subsidiaries

(i) On February 1, 2020, RNAimmune issued 6,250,000 common shares with a par value of USD0.00001 per share to US Sirnaomics;

(ii) On February 8, 2021, RNAimmune issued 4,259,256 common shares with a par value of USD0.00001 per share to the following persons and entities:

Name	Number of Share Allotted	Number of Shares Held
Huang Family Capital Ltd.	1,851,851	1,851,851
Daofeng He	1,388,888	1,388,888
Hong Kong Hongrun Enterprise Limited	555,555	555,555
Terra Magnum Sigma LLC	462,962	462,962

(iii) On March 26, 2021, RNAimmune issues 4,000,000 common shares with a par value of USD0.00001 per share to the following persons and entities:

Name	Number of Share Allotted	Number of Shares held
Dong Shen	2,600,000	2,600,000
Chun Lu	575,000	575,000
Jiaxi He	275,000	275,000
Stanley He	275,000	275,000
Yip Wing Kei	275,000	275,000

(iv) On March 29, 2021, RNAimmune agreed to issue 7,936,509 series seed preferred shares with a par value of USD0.00001 per share to the following persons and entities:

Name	Number of Share Allotted	Number of Shares Held
Smooth River Limited	2,380,952	2,380,952
US Sirnaomics	1,587,302	7,837,302
Shenzhen Hongtao Youxin Equity Investment Partnership (LP)	1,587,302	1,587,302
Shanghai Walga	793,651	793,651
High Forest Investment Fund (LP)	793,651	793,651
Daofeng He	595,238	1,984,126
Terra Magnum Sigma LLC	198,413	198,413

(b) Onshore subsidiaries

- (i) on December 18, 2019, the registered capital of Guangzhou Sirnaomics was increased from RMB20,000,000 to RMB30,000,000;
- (ii) on March 9, 2021, the registered capital of Guangzhou Sirnaomics was increased from RMB30,000,000 to RMB40,000,000;
- (iii) on January 28, 2021, Guangzhou RNAimmune was established with a registered capital of RMB50 million;
- (iv) on March 1, 2021, the registered capital of Suzhou Sirnaomics was decreased from RMB12,539,683 to RMB10,000,000;
- (v) on March 16, 2021, the registered capital of Suzhou Sirnaomics was increased from RMB10,000,000 to RMB240,000,000; and
- (vi) on July 8, 2021, the registered capital of Suzhou Sirnaomics was increased from RMB240,000,000 to RMB340,000,000.

Save as disclosed above and in “Appendix I – Accountants’ Report”, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this prospectus.

Save for the subsidiaries mentioned in the Accountants’ Report set out in Appendix I to this prospectus, our Company has no other subsidiaries.

4. Resolutions of the Shareholders of Our Company dated December 6, 2021

Written resolutions of our Shareholders were passed on December 6, 2021, pursuant to which, among others:

- (a) immediately prior to the closing of Global Offering, the authorized share capital of our Company be changed from US\$230,000 divided into 150,000,000 ordinary

shares of US\$0.001 each, 2,024,860 Series A Preferred Shares, 7,374,632 Series B Preferred Shares, 14,600,142 Series C Preferred Shares, 16,249,174 Series D Preferred Shares, 18,000,000 Series E Preferred Shares and 21,751,192 undesignated shares of US\$0.001 each (“**Undesignated Shares**”), to US\$230,000 divided into 230,000,000 ordinary shares of US\$0.001 each, by the conversion by re-designation and re-classification of the 2,024,860 issued Series A Preferred Shares, 7,374,632 issued Series B Preferred Shares, 14,600,142 issued Series C Preferred Shares, 16,249,174 issued Series D Preferred Shares, and 12,628,334 issued Series E Preferred Shares into 52,877,142 ordinary Shares;

- (b) our Company approved and adopted the Memorandum of Association and Articles of Association conditionally upon the Listing;
- (c) conditional on (i) the Listing Committee granting listing of, and permission to deal in, the Shares in issue and to be issued as to be stated in this prospectus and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Shares on the Stock Exchange; (ii) the Offer Price having been determined; (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements; and (iv) the Underwriting Agreements having been duly executed by the Underwriters and the Company:
 - (1) the Global Offering (including the Over-allotment Option) was approved, and the proposed allotment and issue of the Offer Shares under the Global Offering were approved, and the Directors were authorized to determine the Offer Price for, and to allot and issue the Offer Shares;
 - (2) a general unconditional mandate (the “**General Mandate**”) was given to our Directors to exercise all the powers of our Company to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted and issued or dealt with, such number of Shares as will represent up to 20% of the aggregate nominal value of our Company’s share capital in issue immediately following the completion of the Global Offering;
 - (3) a general unconditional mandate (the “**Buy-back Mandate**”) was given to our Directors to exercise all powers of our Company to buy-back on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the aggregate nominal value of the Shares in issue immediately following the

completion of the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option; and

- (4) the general unconditional mandate as mentioned in paragraph (3) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (3) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the Global Offering, excluding any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option).

Each of the general mandates referred to in paragraphs (c)(2), (c)(3) and (c)(4) above will remain in effect until whichever is the earliest of:

- the conclusion of the next annual general meeting of our Company;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; or
- the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

5. Buying-back of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this prospectus concerning the purchase of our own securities.

(a) *Provision of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) *Shareholders' Approval*

All proposed purchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on December 6, 2021, the Buy-back Mandate was given to our Directors authorizing them to exercise all powers of our Company to buy-back Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the Global Offering (excluding any Shares which may be issued under the Over-allotment Option), with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions); (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

(ii) Source of Funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

(iii) Trading Restrictions

The total number of shares which a listed company may buy-back on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a buy-back (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such buy-back) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The

Listing Rules also prohibit a listed company from repurchasing its securities if the purchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a buy-back of securities discloses to the Stock Exchange such information with respect to the buy-back as the Stock Exchange may require.

(iv) Status of Brought-back Shares

The listing of all purchased securities (whether on the Stock Exchange or, otherwise) is automatically canceled and the relative certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of the Company resolve to hold the shares purchased by the Company as treasury shares, shares purchased by the Company shall be treated as canceled and the amount of the Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.

(v) Suspension of Buy-back

A listed company may not make any purchase of securities after inside information has come to its knowledge until the information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not buy-back its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a purchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to purchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding purchases of securities made during the year, including a monthly analysis of the number of securities brought-back, the purchase price per share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

(vii) *Core Connected Persons*

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his securities to the company.

(b) *Reasons for Buying-back*

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a general authority from the Shareholders to enable our Company to buy-back Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such purchases will benefit our Company and Shareholders.

(c) *Funding of Buying-back*

Purchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not buy-back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may buy-back with profits of the Company or out of a new issuance of shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the purchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

However, our Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

(d) *General*

The exercise in full of the Buy-back Mandate, on the basis of 91,296,780 Shares in issue immediately following the completion of the Global Offering, but assuming the Over-allotment Option is not exercised, could accordingly result in up to approximately 9,129,678 Shares being brought-back by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;

- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any purchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Buy-back Mandate.

Any purchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) the Series D Preferred Stock Investment Agreement dated September 30, 2020, entered into by (i) US Sirnaomics, and (ii) Shanghai Walga Biotechnology Limited (上海沃嘉生物技术有限公司), Beijing Borui Ankang Enterprise Management Center

- (Limited Partnership) (北京博瑞安康企業管理中心 (有限合夥)), Shenzhen Star Sangel Venture Capital Partnership (Limited Partnership) (深圳星瞳創業投資合夥企業 (有限合夥)), Foshan Hongtao Jiaxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶佳選股權投資合夥企業 (有限合夥)), Foshan Hongtao Zhuoxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶卓選股權投資合夥企業 (有限合夥)), Xiangxue Pharmaceutical Co., Ltd. (廣州市香雪製藥股份有限公司), Zhuhai Longmen Freda Equity Investment Fund (Limited Partnership) (珠海隆門福瑞達股權投資基金 (有限合夥)), Zhuhai Longmen Fifth Equity Investment Fund (Limited Partnership) (珠海隆門伍號股權投資基金合夥企業 (有限合夥)), Shenzhen Rotating Boulder Tiancheng Zhixin Investment Partnership (Limited Partnership) (深圳市旋石天成智心投資合夥企業(有限合夥)) and Shenzhen Rotating Boulder Tiancheng Investment Partnership (Limited Partnership) (深圳市旋石天成投資合夥企業(有限合夥)) (together, the “**Original Series D1 Investors**”), pursuant to which US Sirnaomics issued the stock purchase warrants to the Original Series D1 Investors entitling the Original Series D1 Investors to purchase an aggregate of 13,905,424 series D preferred shares of US Sirnaomics at the purchase price of US\$6.4 per share and on the terms and conditions as set forth in the stock purchase warrants;
- (b) the Series D Preferred Stock Investment Agreement dated September 30, 2020 (“**Series D Preferred Stock Investment Agreement**”), entered into by (i) US Sirnaomics, and (ii) Smooth River Limited, Alpha Win Goldenbridge Investment Limited and Sangel Star Biomedical Fund LP (together, the “**Original Series D2 Investors**”), pursuant to which US Sirnaomics agreed to issue and sell, and the Original Series D2 Investors agreed to purchase, an aggregate of 4,062,500 series D preferred shares of US Sirnaomics at a total consideration of US\$26,000,000;
- (c) the First Amendment to Series D Preferred Stock Investment Agreement dated December 31, 2020 entered into by (i) US Sirnaomics, and (ii) Smooth River Limited, Alpha Win Goldenbridge Investment Limited and Cachet Multi Strategy Fund SPC-Cachet Special Opportunities SP (together, the “**Series D2 Investors**”), pursuant to which the Series D Preferred Stock Investment Agreement was amended to the effect that US Sirnaomics agreed to issue and sell, and the Series D2 Investors agreed to purchase, an aggregate of 2,343,750 series D preferred shares of US Sirnaomics at a total consideration of US\$15,000,000;
- (d) the Share Exchange Agreement dated January 1, 2021 entered into by (i) our Company, (ii) US Sirnaomics, (iii) Yang (Patrick) Lu, Yang Lu Family Trust, Mike M. Ghias, Bojian Zheng, George Ji, Haixia Huang, Daofeng He, Yang Gao, Jie Cui, David Mark Evans, Julee Ann Evans, Hongjun (Harry) Yang, Qin Zhang, Yang (Alan) Lu, Lisa Liqian Jia, Jun (John) Xu, Asgar Ghias (together, the “**Ordinary Shareholders**”), (iv) China-Singapore Suzhou Industrial Park Ventures Co. Ltd., Value Measure Investments Limited, Trinity Power Limited (together, the “**Series A and B Shareholders**”), (v) Guangzhou Yuexiu New Industrial Investment Fund II

- (Limited Partnership) (廣州越秀新興產業二期投資基金合夥企業(有限合夥)), Guangzhou Yuexiu Huisi Industrial Investment Partnership (Limited Partnership) (廣州越秀匯思實業投資合夥企業(有限合夥)), Jiangsu Jiequan Sangel Biomedical Venture Capital (Limited Partnership) (江蘇韋泉仙瞳生物醫療創業投資合夥企業(有限合夥)), Shenzhen Sangel Biomedical Equity Investment Fund (Limited Partnership) (深圳仙瞳生物醫療股權投資基金合夥企業(有限合夥)), Jiaxing Huakong Equity Investment Fund Partnership (Limited Partnership) (嘉興華控股權投資基金合夥企業(有限合夥)) and Shenzhen Qianhai Shenghui Investment Fund Partnership (Limited Partnership) (深圳前海晟輝投資基金合夥企業(有限合夥)) (together, the “**Series C Warrant Holders**”), (vi) Novarcel Group Limited, Soaring Star Ventures Limited, Wang Xuning, Global Vision Ventures Limited, Marvelous Legend Ventures Limited (together, the “**Additional Series C Shareholders**”), (vii) Shanghai Walga Biotechnology Limited (上海沃嘉生物技術有限公司), Beijing Borui Ankang Enterprise Management Center (Limited Partnership) (北京博瑞安康企業管理中心 (有限合夥)), Shenzhen Star Sangel Venture Capital Partnership (Limited Partnership) (深圳星瞳創業投資合夥企業 (有限合夥)), Foshan Hongtao Jiaxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶佳選股權投資合夥企業 (有限合夥)), Foshan Hongtao Zhuoxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶卓選股權投資合夥企業 (有限合夥)), Xiangxue Pharmaceutical Co., Ltd. (廣州市香雪製藥股份有限公司), Zhuhai Longmen Freda Equity Investment Fund (Limited Partnership) (珠海隆門福瑞達股權投資基金 (有限合夥)), Zhuhai Longmen Fifth Equity Investment Fund (Limited Partnership) (珠海隆門伍號股權投資基金合夥企業 (有限合夥)), Shenzhen Rotating Boulder Tiancheng Zhixin Investment Partnership (Limited Partnership) (深圳市旋石天成智心投資合夥企業(有限合夥)) and Shenzhen Rotating Boulder Tiancheng Investment Partnership (Limited Partnership) (深圳市旋石天成投資合夥企業(有限合夥)) (together, the “**Series D Warrant Holders**”), and (viii) Smooth River Limited, Alpha Win Goldenbridge Investment Limited and Cachet Multi Strategy Fund SPC-Cachet Special Opportunities SP (together, the “**Series D Shareholders**”), pursuant to which, (1) the Ordinary Shareholders, the Series A and B Shareholders, the Additional Series C Shareholders, the Series D Shareholders agreed to transfer all their shares in US Sirnaomics to our Company in exchange for the Company issuing corresponding Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares, Series C Preferred Shares and Series D Preferred Shares, and (2) the Series C Warrant Holders and the Series D Warrant Holders agreed to exchange the stock purchase warrants entitling them to purchase series C and D preferred shares in US Sirnaomics respectively for stock purchase warrants entitling them to purchase Series C Preferred Shares and Series D Preferred Shares respectively;
- (e) the Series E Preferred Share Investment Agreement dated June 1, 2021 entered into by (i) Company, and (ii) Shanghai Chongshi Enterprise Management Partnership (Limited Partnership) (上海沖石企業管理合夥企業(有限合夥)), Smooth River Limited, Foshan Hongtao Boxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶博選股權投資合夥企業(有限合夥)), Thinkreal Holdings Limited, Novarcel Group Limited,

SDG Alpha Win PE LPF, Foshanshi Gangyue Zhiyao II Venture Capital Partnership (Limited Partnership) (佛山市港粵智藥貳號創業投資合夥企業(有限合夥)), Anhui He Zhuang High Tech Achievements Fund (安徽和壯高新技術成果基金合夥企業(有限合夥)), Maanshan Lingnuo Costone Equity Investment Partnership (Limited Partnership) (馬鞍山領諾基石股權投資合夥企業(有限合夥)), Zeta RNAi Limited, Capital Catcher Limited, Zhuji Puhua Rongtuo Equity Investment Partnership (Limited Partnership) (諸暨普華榮拓創業投資合夥企業(有限合夥)), Puhua Capital Ltd, Dading W Biotech Investment Ltd, Dading UNIFIN Education & Health Investment Fund, L.P., Kun Rui International Development Limited (昆瑞國際發展有限公司), Vstar SWHY Investment Fund Limited Partnership, NM Strategic Focus Fund II, L.P., Dading C Bioscience Fund Limited and Dading JP Bioscience Fund Limited (together, the “**Series E Investors**”), pursuant to which, the Company agreed to issue and sell, and the Series E Investors agreed to subscribe for an aggregate of 12,628,334 series E preferred shares of the Company at a total consideration of approximately US\$106.7 million;

- (f) the first amended and restated members’ agreement dated June 28, 2021 between the Company, Yang (Patrick) Lu, Zheng Joan Wang (trustee for Yang Lu Family Trust), George Ji, Angela Cui He, Blue Bridge Consulting Inc., David Mark Evans, Julee Ann Evans, Hongjun (Harry) Yang, Qin Zhang, Yang (Alan) Lu, Lisa Liqian Jia, Jun (John) Xu, the Series A and B Shareholders, the Additional Series C Shareholders, the Series D Shareholders, Shanghai Walga Biotechnology Limited (上海沃嘉生物技術有限公司), Shenzhen Star Sangel Venture Capital Partnership (Limited Partnership) (深圳星瞳創業投資合夥企業(有限合夥)), Foshan Hongtao Jiaxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶佳選股權投資合夥企業(有限合夥)), Foshan Hongtao Zhuoxuan Equity Investment Partnership (Limited Partnership) (佛山弘陶卓選股權投資合夥企業(有限合夥)), Shanghai Chongshi Enterprise Management Partnership (Limited Partnership) (上海沖石企業管理合夥企業(有限合夥)), Shanghai Xinhao Enterprise Management Partnership (Limited Partnership) (上海馨顯企業管理合夥企業(有限合夥)), Jiaying Huakong Equity Investment Fund Partnership (Limited Partnership) (嘉興華控股權投資基金合夥企業(有限合夥)), Xiangxue Pharmaceutical Co., Ltd. (廣州市香雪製藥股份有限公司), Jiangsu Jiequan Sangel Biomedical Venture Capital (Limited Partnership) (江蘇蕘泉仙瞳生物醫療創業投資合夥企業(有限合夥)), Shenzhen Sangel Biomedical Equity Investment Fund (Limited Partnership) (深圳仙瞳生物醫療股權投資基金合夥企業(有限合夥)), and the Series E Investors;
- (g) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, Kunming Jiashiqing Investment Partnership (Limited Partnership) (昆明佳時清投資合夥企業(有限合夥)) (“**Kunming Jiashiqing**”), and China International Capital Corporation Hong Kong Securities Limited pursuant to which Kunming Jiashiqing agreed to subscribe for such number of Shares of our Company at the Offer Price in an aggregate amount of HK\$183,959,289.84 (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Shares of our Company);

- (h) the cornerstone investment agreement dated December 16, 2021 entered into among our Company, Zhejiang Innoforce Pharmaceuticals Co., Ltd. (浙江健新原力製藥有限公司) (“**Innoforce Pharmaceuticals**”), and China International Capital Corporation Hong Kong Securities Limited pursuant to which Innoforce Pharmaceuticals agreed to subscribe for such number of Shares of our Company at the Offer Price in an aggregate amount of US\$5 million (excluding brokerage fee, the SFC transaction levy and the Stock Exchange trading fee in respect of such number of Shares of our Company); and
- (i) the Hong Kong Underwriting Agreement.

2. Intellectual Property Rights

(a) Patent

For details of owned and in-licensed patent portfolios that we consider to be or may be material to our business, see “Business — Intellectual Property Rights”.

(b) Trademarks

As at the Latest Practicable Date, we had applied for the registration of the following trademark which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Applicant	Class	Application Number	Application Date (dd/mm/yyyy)
1.		Hong Kong	Company	5,40,42,44	305659192	16/06/2021

(c) Domain names

As at the Latest Practicable Date, we owned the following domain names which we consider to be or may be material to our business:

No.	Domain Name	Registered Owner	Expiry Date (dd/mm/yyyy)
1.	sirnaomics.com	US Sirnaomics	20/10/2024
2.	sz-sirnaomics.com	Suzhou Sirnaomics	20/05/2023
3.	gz-nanotides.com	Guangzhou Sirnaomics	20/05/2023

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which we consider were material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS**1. Particulars of Directors' service contracts and appointment letters****(a) Executive Directors**

Each of our executive Directors has entered into a service contract with our Company on December 16, 2021. Pursuant to this agreement, they agreed to act as executive Directors for an initial term of three years with effect from the date the appointment is approved by the Board until the third annual general meeting of our Company since the Listing Date (whichever is sooner). Either party has the right to give not less than three months' written notice to terminate the agreement. Details of the Company's remuneration policy is described in section headed "Directors and Senior Management — Directors' Remuneration".

(b) Non-executive Directors and independent non-executive Directors

Each of the non-executive Directors has entered into a service contract with our Company on December 16, 2021. The initial term for their service contracts shall commence from the date of their appointments and shall continue for three years after or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing.

Each of the independent non-executive Directors has entered into an appointment letter with our Company on December 16, 2021. The initial term for their appointment letters shall be three years from the date of this prospectus or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

2. Remuneration of Directors

- (a) The aggregate amount of remuneration paid to our Directors (including directors' fees, salaries, retirement benefit schemes contributions, performance and discretionary bonus, share-based payment expenses and other allowances) for the two years ended December 31, 2019 and 2020 and the nine months ended September 30, 2021 were approximately USD1,293,000, USD1,366,000 and USD1,427,000, respectively.
- (b) Under the arrangements currently in force, our Directors will be entitled to receive remuneration and benefits in kind which, for the year ending December 31, 2021, is expected to be approximately USD1.2 million in aggregate (excluding discretionary bonus and share-based payment expenses).

- (c) None of our Directors has or is proposed to have a service contract with the Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of interests

(a) *Interests and short positions of our Directors or Chief Executives in the share capital of our Company and its associated corporations following completion of the Global Offering*

Immediately following completion of the Global Offering (taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option), the interests or short positions of our Directors and chief executives in the shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

(i) *Interest in Shares and underlying Shares*

Name of Director or chief executive	Nature of interest	Number of Shares	Approximate percentage of interest in our Company immediately after the Global Offering ⁽¹⁾
Dr. Lu	Beneficial Interest Settlor of a discretionary trust ⁽²⁾	12,649,625	14.36%
Dr. Michael V. Molyneux	Beneficial Interest ⁽³⁾	1,510,000 (L)	1.71%
Dr. David Mark Evans	Beneficial Interest; interests held jointly with another person ⁽⁴⁾	1,061,538 (L)	1.21%
Dr. Xiaochang Dai	Interest in a company controlled ⁽⁵⁾	8,300,007 (L)	9.42%
Mr. Mincong Huang	Beneficiary of a trust ⁽⁶⁾	600,601 (L)	0.68%

Notes:

- (1) The calculation is based on the total number of 88,066,780 Shares in issue immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised).
- (2) Dr. Lu is the settlor of Yang Lu Family Trust and the beneficiaries of Yang Lu Family Trust are Zheng Joan Wang and Laura Yao Lu, being Dr. Lu's spouse and daughter, respectively. Zheng Joan Wang and Laura Yao Lu are co-trustees of the

Yang Lu Family Trust. Therefore, Dr. Lu is deemed to be interested in the 2,500,000 Shares held by Yang Lu Family Trust. Under the SFO, the deemed interest of Dr. Lu consists of (i) 2,500,000 Shares held by Yang Lu Family Trust, (ii) 7,624,625 Shares held by Dr. Lu himself and (iii) options granted to Dr. Lu to subscribe for 2,525,000 Shares under the Pre-IPO Equity Incentive Plan.

- (3) Dr. Michael V. Molyneux is interested in 1,510,000 share options granted to him pursuant to the Pre-IPO Equity Incentive Plan.
- (4) Dr. David Mark Evans is in 970,000 share options granted to him pursuant to the Pre-IPO Equity Incentive Plan and 91,538 Shares jointly held by him and his spouse, Julee Ann Evans.
- (5) Value Measure Investments Limited and Trinity Power Limited are wholly-owned by Dr. Xiaochang Dai. Under the SFO, Dr. Dai is deemed to be interested in 7,850,007 Shares held by Value Measure Investments Limited and Trinity Power Limited. Dr. Dai is also interested in options granted to him to subscribe for 450,000 shares under the Pre-IPO Equity Incentive Plan.
- (6) Soaring Star Ventures Limited owns 600,601 Shares of the Company. The Huang Family Trust is the beneficiary of Soaring Star Ventures Limited. Mr. Huang is the beneficiary of the Huang Family Trust. Accordingly, Mr. Huang is deemed to be interested in 600,601 Shares held by Soaring Star Ventures Limited.

(ii) *Interest in associated corporations*

Name of director or chief executive	Nature of interest	Associated corporations	Number of Shares	Percentage of shareholding in the associated corporation
Mr. Mincong Huang	Beneficiary of a trust ⁽¹⁾	RNAimmune	1,851,851	5.19%

Note:

- (1) Huang Family Capital Ltd. owns 600,601 Shares of the Company. Mr. Huang is the director of Huang Family Capital Ltd. The Huang Family Trust is the beneficiary of Huang Family Capital Ltd. Mr. Huang is the beneficiary of the Huang Family Trust. Accordingly, Mr. Huang is deemed to be interested in 1,851,851 Shares held by Huang Family Capital Ltd. in RNAimmune.

(b) *Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO*

Except as disclosed in “Substantial Shareholders” in this prospectus, our Directors are not aware of any person who will, immediately following the completion of the Global Offering, having or be deemed or taken to have beneficial interests or short position in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

4. **Disclaimers**

Save as disclosed in this prospectus:

- (a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of our Group;

- (b) none of the Directors or the experts named in the paragraph headed “— E. Other Information — 4. Consents of Experts” in this section has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of our Company within the two years ended on the date of this prospectus;
- (d) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (e) saved as disclosed in this prospectus, none of the Directors is interested in any business apart from our Group’s business which competes or is likely to compete, directly or indirectly, with the business of our Group;
- (f) taking no account of any Shares which may be taken up under the Global Offering, so far as is known to any Director or chief executive of our Company, no other person (other than a Director or chief executive of our Company) will, immediately following completion of the Global Offering, have interests or short positions in our Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of our Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (g) none of the Directors or chief executive of our Company has any interests or short positions in our Shares, underlying shares or debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange once our Shares are listed thereon.

D. INCENTIVE PLANS**1. PRE-IPO EQUITY INCENTIVE PLAN**

The following is a summary of the principal terms of the Pre-IPO Equity Incentive Plan as adopted by our Company on January 21, 2021. The terms of the Pre-IPO Equity Incentive Plan are not subject to the provisions of Chapter 17 of the Listing Rules.

We have applied to the Stock Exchange and the SFC, respectively for, (i) a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix IA to the Listing Rules; and (ii) an exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with the disclosure requirements of paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance. See “Waivers from Compliance with the Listing Rules and Exemptions from compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver and Exemption in relation to the Option Incentive Plan.”

(a) Purpose

The purpose of the Pre-IPO Equity Incentive Plan is to attract and retain outstanding individuals to serve as directors, officers, employees, consultants, and advisors to our Group.

(b) Participants

The Participants of the Pre-IPO Equity Incentive Plan shall be: (i) a director, officer or employee of our Group, or (ii) an individual that has been engaged to be a director, officer or employee of our Group, or (iii) a consultant or advisor who provides services to our Group, or (iv) an individual that has been engaged to provide services to our Group.

(c) Administration

The compensation committee of the Board and full power and authority to administer in its sole discretion the Pre-IPO Equity Incentive Plan, including the authority to: (i) interpret the provisions of the Pre-IPO Equity Incentive Plan; (ii) prescribe, amend and rescind rules and regulations relating to the Pre-IPO Equity Incentive Plan; (iii) correct any defect, supply any omission, or reconcile any inconsistency in carrying into effect the Pre-IPO Equity Incentive Plan; and (iv) make all other determinations necessary or advisable for the administration of the Pre-IPO Equity Incentive Plan.

A majority of the members of the compensation committee of the Board constitutes a quorum, and must make all determinations of the Committee. The compensation committee of the Board may make any determination under the Pre-IPO Equity Incentive Plan without notice

or meeting by a writing that a majority of the committee members have signed. All committee determinations are final and binding. If, at any time, the compensation committee of the Board is not in existence, the Board must administer the Pre-IPO Equity Incentive Plan and all references to the compensation committee of the Board in the Pre-IPO Equity Incentive Plan are deemed to mean the Board.

To the extent applicable law permits, the Board may delegate to another committee of the Board or to one or more officers of the Company any or all of the authority and responsibility of the compensation committee of the Board.

(d) Awards

An award means a grant of options, share appreciation rights or restricted shares.

(e) Discretionary grant of awards

Subject to the terms and conditions of the Pre-IPO Equity Incentive Plan, the compensation committee of the Board has full power and authority in its sole discretion to: (i) designate from time to time the participants to receive awards under the plan; (ii) determine the type or types of awards to be granted to each participant; (iii) determine the number of shares with respect to which an award relates; and (iv) determine any terms and conditions of an award. Awards under the plan may be granted either alone or in addition to, in tandem with, or in substitution for any other award (or any other award granted under another plan of our Group). The compensation committee's designation of a participant to receive an award in a given year does not require the compensation committee to designate such person to receive an award in any other year.

(f) Shares reserved

An aggregate of 12,770,000 shares are reserved for issuance under the Pre-IPO Equity Incentive Plan.

(g) Replenishment of shares

If an award lapses, expires, terminates, or is canceled without the issuance of shares or payment of cash under the award, then the shares subject to or reserved for in respect of such award, or the shares to which such award relates, may again be used for new awards, including issuance pursuant to incentive share options. If shares are delivered to (or withheld by) the Company in payment of the exercise price or withholding taxes of an award, then such shares may be used for new awards under the Pre-IPO Equity Incentive Plan, including issuance pursuant to incentive share options. If shares are issued under an award and if our Company subsequently reacquires them pursuant to rights reserved upon the issuance of the shares, then such shares may be used for new awards under the plan but excluding issuance pursuant to incentive share options.

(h) Options

Subject to the terms and conditions of the Pre-IPO Equity Incentive Plan, the compensate committee of the Board must determine all terms and conditions of each option, including but not limited to:

- (i) whether the option is an incentive stock option or a nonqualified stock option;
- (ii) the number of Shares subject to the option;
- (iii) the exercise price per share, which must not be less than the fair market value of a share as determined on the date of grant; provided, however, that an incentive stock option granted to a 10% owner employee must have an exercise price that is at least 110% of the fair market value of a share on the date of grant;
- (iv) the terms and conditions of exercise;
- (v) unless the applicable option award or other applicable share option agreement (which has been approved by the compensation committee of the Board) expressly provides otherwise, the option, subject to the holder's continued employment or service by or for the Group, will vest 25% on the first anniversary of the date of grant and will vest in 1/36 portions for the then next 36 months thereafter on the last business day of each calendar month;
- (vi) unless the applicable option award or other applicable share option agreement (which has been approved by the compensation committee of the Board) expressly provides otherwise, and notwithstanding anything else to the contrary in Section (h)(v) hereof, the option may vest, in full, in the sole discretion of the compensation committee of the Board, upon a change of control of our Group;
- (vii) the applicable option award or other applicable share option agreement (which has been approved by the compensation committee of the Board) expressly provides otherwise, the expiration or termination date of the option will be the fifth anniversary of the date of grant of the option, provided, however, that each incentive stock option granted to a 10% owner-Employee must terminate no later than the fifth anniversary of the date of grant;
- (viii) upon a participant's death, the option may be exercised by the person or persons to whom such participant's rights under the option pass by will or by applicable law or, if no such person has such rights, by his or her executor or administrator.

(i) Share appreciation rights

Subject to the terms and conditions of the Pre-IPO Equity Incentive Plan, the compensation committee of the Board must determine all terms and conditions of each share appreciation right, including but not limited to:

- (i) the number of shares to which the share appreciation right relates;
- (ii) the grant price, provided, however, that the grant price must not be less than the fair market value of the shares subject to the share appreciation right as determined on the date of grant;
- (iii) the terms and conditions of exercise or maturity;
- (iv) the termination date, provided, however, that a share appreciation right must terminate no later than the fifth anniversary of the date of grant;
- (v) whether the share appreciation right will be settled in cash, shares, or a combination thereof;
- (vi) upon a participant's death, the share appreciation right may be exercised by the person or persons to whom such participant's rights under the share appreciation right pass by will or by applicable law or, if no such person has such rights, by his or her executor or administrator.

(j) Restricted shares

Subject to the terms and conditions of the Pre-IPO Equity Incentive Plan, the compensation committee of the Board must determine all terms and conditions of each award of restricted shares, including but not limited to:

- (i) the number of shares to which the award relates;
- (ii) the period of time over which, and/or the criteria or conditions that must be satisfied so that, the risk of forfeiture and/or restrictions on transfer imposed on the restricted shares will lapse;
- (iii) with respect to awards of restricted shares, the manner of registration of certificates for such shares, and whether to hold in escrow such certificates pending lapse of the risk of forfeiture and/or restrictions on transfer, or to issue such shares with an appropriate legend referring to such restrictions;
- (iv) with respect to awards of restricted shares, whether dividends paid with respect to such shares are paid immediately or held in escrow or otherwise defined, and

whether such dividends are subject to the same terms and conditions as the awards to which they related, all in a manner to avoid giving rise to additional taxes under US Tax Code Section 409A.

(k) Transferability

Each award granted under the Pre-IPO Equity Incentive Plan is not transferable other than by will or the laws of descent and distribution, except that a participant may, to the extent the compensation committee of the Board allows and in a manner the compensation committee of the Board specifies: (a) designate in writing a beneficiary to exercise the award after the participant's death; or (b) transfer any award.

(l) Termination and amendment

At any time, the Board may amend, alter, suspend, discontinue, or terminate this Pre-IPO Equity Incentive Plan in its sole discretion, provided, however, that members must approve any of the following amendments to the Pre-IPO Equity Incentive Plan: (i) an amendment to increase materially the number of shares or to expand the class of individuals eligible to receive an award; or (ii) any other amendment if required by applicable law.

Except as provided in the Pre-IPO Equity Incentive Plan, and subject to the requirements of the Pre-IPO Equity Incentive Plan and all applicable law, the compensation committee of the Board may modify or amend any award or waive any restrictions or conditions applicable to any award or the exercise of the award, and the terms and conditions applicable to any awards may be amended, modified, or canceled at any time by mutual agreement between the compensation committee of the Board and the participant or any other persons as then may have an interest in the award, so long as any amendment or modification does not increase the number of shares issuable under this Pre-IPO Equity Incentive Plan (except as permitted), but the compensation committee of the Board need not obtain the consent of the participant (or other interested party) for the cancellation of an award. Notwithstanding the foregoing, any such amendment must be made in a manner that enables an award (i) intended to be exempt from US Tax Code Section 409A to continue to be so exempt and (ii) intended to comply with US Tax Code Section 409A to continue to so comply.

(m) Tax

Our Company is entitled to withhold the amount of any tax attributable to any amount payable or any shares deliverable under the Pre-IPO Equity Incentive Plan, and our Company may defer making payment or delivery in connection with an award if any such tax may be pending unless and until our Company is indemnified to its satisfaction.

(n) Share transfer restrictions

Shares issued under the Plan may not be sold or otherwise disposed of, except as permitted by the Board. As a condition to the receipt of shares hereunder, the participant (or

individual entitled to receive shares following the participant's death) may be required, at the time of issuance or later, to execute a members' agreement and/or other similar agreement required by the Board of holders of all or substantially all of the shares then issued and outstanding.

(o) Right to purchase shares

Our Company has the right, but not the obligation, to purchase the shares acquired by the participant under the Pre-IPO Equity Incentive Plan upon the occurrence of any of the following events:

- (i) the participant's termination or expiration of employment by or service to our Group, or
- (ii) the issuance of any shares following a participant's termination or expiration of employment by or service to our Group pursuant to the terms of an award, including the exercise of an option following such term.

(p) Outstanding grants

As of the Latest Practicable Date, options to subscribe for an aggregate of 13,300,000 Shares have been granted to a total of 105 eligible participants by our Company at nil consideration under the Pre-IPO Equity Incentive Plan. As of Latest Practicable Date, 530,000 options have been fully exercised and 12,770,000 options remained outstanding, representing 15.86% of the total issued Shares of our Company immediately before the Listing and 14.50% immediately after the completion of the Global Offering (assuming the Over-allotment Option is not exercised, the options granted under the Pre-IPO Equity Incentive Plan are exercised). All the options under the Pre-IPO Equity Incentive Plan were granted between September 2011 and July 2021 and the Company will not grant further options under the Pre-IPO Equity Incentive Plan after the Listing.

Assuming the full exercise of the options granted under the Pre-IPO Equity Incentive Plan, in relation to the shareholding of the Shareholders immediately after the completion of the Global Offering (assuming that the Over-allotment Option is not exercised), there will be no dilution to the shareholding of the Company, and no consequent impact on the earnings per Share for the two years ended December 31, 2020 and the nine months ended September 30, 2021.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Below are the details of options granted to our Directors, senior management, other connected persons, and grantees who have been granted 450,000 options or above under the Pre-IPO Equity Incentive Plan which are outstanding:

Grantee	Position/connected relationship	Address	Grant Date (Note 1)	Exercise Price (USD/ per option)	Number of outstanding Shares under the options granted	Expiration Date	Approximate percentage of enlarged issued share capital of our Company immediately after the Global Offering	Vesting
Yang (Patrick) Lu, PhD	Chairman of the Board, Executive Director, president and chief executive officer	19424 Gulf Boulevard, Unit 501, Indian Shores, FL33785, United States	9/1/2017	US\$ 1.50	200,000	8/30/2022	0.23%	b
			8/28/2018	US\$ 1.60	400,000	12/30/2022	0.45%	a
			12/15/2020	US\$ 2.35	675,000	12/28/2029	0.77%	a
			7/12/2021	US\$ 3.50	1,100,000	12/30/2030	1.25%	a
			9/30/2021	US\$ 3.55	150,000	12/30/2030	0.17%	a
Michael V. Molyneaux, MD, MBA	Executive Director and chief medical officer	2 Trapani Laguna Niguel, CA 92677, United States	1/26/2021	US\$ 2.35	10,000	12/30/2030	0.01%	a
			10/3/2016	US\$1.356	600,000	12/30/2025	0.68%	a
			2/28/2017	US\$1.356	400,000	12/30/2025	0.45%	a
			8/28/2018	US\$ 1.45	200,000	12/30/2027	0.23%	a
			7/30/2020	US\$ 1.75	200,000	12/28/2029	0.23%	c
			7/12/2021	US\$ 3.50	100,000	12/30/2030	0.11%	a
George Ji, MBA	Chief Operation Officer of the Group	11720 Clare Hill Ave, Riverview, FL33579, United States	9/1/2017	US\$1.356	200,000	12/30/2025	0.23%	b
			8/28/2018	US\$ 1.45	100,000	12/30/2027	0.11%	a
			12/15/2020	US\$ 2.35	50,000	12/28/2029	0.06%	a
			7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a
			9/15/2021	US\$ 3.55	153,667	12/30/2030	0.17%	a
			9/1/2011	US\$0.325	(530,000 options exercised with no option outstanding)	N/A	N/A	N/A
David Mark Evans, PhD	Executive Director and chief scientific officer	17610 Conoy Road, Barnesville, MD20838, United States	1/26/2021	US\$ 2.35	10,000	12/30/2030	0.01%	a
			9/1/2017	US\$1.356	110,000	12/30/2025	0.12%	b
			8/28/2018	US\$ 1.45	300,000	12/30/2027	0.34%	a
			7/30/2020	US\$ 1.75	500,000	12/28/2029	0.57%	c
			7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a
Yang (Alan) Lu, PhD	China Chief Scientific Officer	1407 Burton Ave, Lutherville-Timonium, MD21093, United States	10/3/2016	US\$1.356	800,000	12/30/2025	0.91%	b
			9/1/2017	US\$1.356	90,000	12/30/2025	0.10%	b
			12/15/2020	US\$ 2.35	50,000	12/28/2029	0.06%	a
			7/12/2021	US\$ 3.50	20,000	12/30/2030	0.02%	a
Dmitry Samarsky, PhD	Chief Technology Officer	15 Waysid Rd, Westborough, MA01581, United States	10/1/2018	US\$ 1.45	375,000	12/30/2027	0.43%	a
			7/30/2020	US\$ 1.75	550,000	12/28/2029	0.62%	c
			1/26/2021	US\$ 2.35	10,000	12/30/2030	0.01%	a
			7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a
Xiaochang Dai, PhD	Non-executive Director	No. 52 Cuihu North Road, Wuhua District, Kunming, PRC	8/28/2018	US\$ 1.45	200,000	12/30/2027	0.23%	a
			7/12/2021	US\$ 3.50	250,000	12/30/2030	0.28%	a
Zhifeng Long, PhD	Chief development officer	14232 Reed Farm Way, North Potomac, MD20878-3809, United States	8/28/2018	US\$ 1.45	100,000	12/30/2027	0.11%	a
			8/1/2019	US\$ 1.75	100,000	12/30/2028	0.11%	a
			7/30/2020	US\$ 1.75	200,000	12/28/2029	0.23%	a
			12/15/2020	US\$ 2.35	50,000	12/28/2029	0.06%	c
			7/12/2021	US\$ 3.50	100,000	12/30/2030	0.11%	a
Yun Zhang	China chief operating officer, board secretary and joint company secretary	Poly XiaoLouDaYuan, 18-26-101, Zengcheng, Guangzhou, PRC	9/1/2017	US\$1.356	20,000	12/30/2025	0.02%	b
			11/8/2018	US\$ 1.60	10,000	12/30/2027	0.01%	a
			11/5/2020	US\$ 2.35	20,000	12/28/2029	0.02%	a
			12/15/2020	US\$ 2.35	100,000	12/28/2029	0.11%	a
			7/12/2021	US\$ 3.50	400,000	12/30/2030	0.45%	a
Yip Wing Kei	Vice president of corporate finance and China chief financial officer	Flat 1D, Tower 10, One Beacon Hill, Kowloon Tong, Hong Kong	11/8/2018	US\$ 1.60	250,000	12/30/2027	0.28%	a
			11/5/2020	US\$ 2.35	50,000	12/28/2029	0.06%	a
			12/15/2020	US\$ 2.35	100,000	12/28/2029	0.11%	a
			7/12/2021	US\$ 3.50	150,000	12/30/2030	0.17%	a
Yongxiang Wang	Chief Production Officer	11130 Potomac OaksDr, Rockville, MD20850, United States	8/17/2020	US\$ 1.75	100,000	12/28/2029	0.11%	a
			7/12/2021	US\$ 3.50	150,000	12/30/2030	0.17%	a

Grantee	Position/connected relationship	Address	Grant Date (Note 1)	Exercise Price (USD/ per option)	Number of outstanding Shares under the options granted	Expiration Date	Approximate percentage of enlarged issued share capital of our Company immediately after the Global Offering	Vesting
Chun Lu	China chief operating officer of RNAimmune	8898 Basile-Routhier, Montreal, QC, H2M, 1T1, Canada	7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a
			9/30/2021	US\$ 3.55	6,100	12/30/2030	0.01%	a
Dong Shen, PhD	President of RNAimmune	3601 Greenway, Unit 506, Baltimore, MD21218, United States	9/30/2021	US\$ 3.55	11,585	12/30/2030	0.01%	a
Jun Xu, MD	General manager of Suzhou Sirnaomics and vice president of pre-clinical studies of our Company	18120 Coachmans Road, Germantown, MD20874, United States	9/1/2017	US\$1.356	150,000	12/30/2025	0.17%	b
			7/30/2020	US\$ 1.75	50,000	12/28/2029	0.06%	a
			12/15/2020	US\$ 2.35	50,000	12/28/2029	0.06%	a
			7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a

Notes:

- 12/48 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/48 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
- 12/24 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/24 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
- the option vest upon achieving certain research and development milestones. In the event of the Listing, all options shall vest

Below are the details of options granted to our advisors and consultants under the Pre-IPO Equity Incentive Plan:

Grantee	Position/connected relationship	Address	Grant Date (Note 1)	Exercise Price (USD/ per option)	Number of outstanding Shares under the options granted	Expiration Date	Approximate percentage of enlarged issued share capital of our Company immediately after the Global Offering	Vesting
A James Mixson	Advisor	15620 Thistlebridge Drive, Rockville, MD21201, United States	8/1/2020	US\$ 1.75	300,000	12/28/2029	0.34%	e
			8/28/2018	US\$ 1.45	100,000	12/30/2027	0.11%	a
Barry T. Rouse, PhD, DSc	Advisor	405 Anteelah Trl Knoxville, TN37919, United States	8/28/2018	US\$ 1.45	20,000	12/30/2027	0.02%	a
John J.P. Kastelein, MD, PhD, FESC	Advisor	Eemnesserweg 37 1261 HH, Blaricum, the Netherlands	4/15/2021	US\$ 2.35	15,000	12/30/2030	0.02%	d
Larry Wang	Advisor	2 Yueran Second Street, Fuchun Shanju, Daguan Road, Lianhe Area, Huangpu District, Guangzhou, PRC	7/30/2020	US\$ 1.75	100,000	12/28/2029	0.11%	e
Marc M Lemaitre, Dr Sc	Advisor	881 Clifton Crest Terrace, Cincinnati, OH45220, United States	9/1/2017	US\$1.356	20,000	12/30/2025	0.02%	c
			2/28/2017	US\$1.356	100,000	12/30/2025	0.11%	b
Samuel B Sterrett, Jr (Rimon, PC)	Advisor	1990 K Street, NW, #420 Washington, DC 20006, United States	7/30/2020	US\$ 1.75	100,000	12/28/2029	0.11%	e
			7/12/2021	US\$ 3.50	50,000	12/30/2030	0.06%	a
Geoffrey M. Karny	Consultant	11924 Sentinel Point Ct. Reston, VA20191, United States	7/30/2020	US\$ 1.75	50,000	12/28/2029	0.06%	e

Grantee	Position/connected relationship	Address	Grant Date (Note 1)	Exercise Price (USD/per option)	Number of outstanding Shares under the options granted	Expiration Date	Approximate percentage of enlarged issued share capital of our Company immediately Vesting
Qianming Guan	Consultant	35A, Block B, Fangman Garden, Huajing Xincheng, Tianhe District, Guangzhou, PRC	7/12/2021	US\$ 3.50	1,000	12/30/2030	0.00% a
Yibin Cai, PhD	Consultant	Room 1206, Block 3, No.12 Zhongguancun South Street, Haidian District, Beijing, PRC	9/1/2017	US\$1.356	20,000	12/30/2025	0.02% c

Notes:

- 12/48 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/48 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
- 12/36 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/36 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
- 12/24 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/24 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
- the option vest upon achieving certain research and development milestones. In the event of the Listing, all options shall vest
- options vest on the date of grant

As of the Latest Practicable Date, other than the 23 members of our Directors, senior management, advisers, consultants, other connected persons, and grantees who have been granted more than 450,000 options as disclosed above, no options were granted to any Directors or connected persons of the Group under the Pre-IPO Equity Incentive Plan.

Save as the 23 grantees disclosed above, the remaining 82 grantees who are not members of our Directors or other connected person of the Company have been granted equal to or less than 450,000 options under the Pre-IPO Equity Incentive Plan which are outstanding to subscribe for a total of 1,672,648 Shares, representing approximately 1.90% of the issued share capital of our Company upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised). Set out below are the details of options granted to such 82 grantees:

Range of outstanding Shares under options granted	Total number of grantees	Total number of outstanding Shares under options granted	Grant Date (Note 1)	Exercise Price (USD/per option)	Expiration Date	Approximate percentage of enlarged issued share capital of our Company immediately after completion of the Global Offering	Vesting
1,000 - 100,000	79	1,159,315	9/1/2017, 8/28/2018, 11/8/2018, 3/28/2019, 8/1/2019, 11/05/2020, 11/09/2020, 11/16/2020, 12/15/2020, 1/26/2021, 2/22/2021, 4/15/2021, 7/12/2021, 9/30/2021	US\$1.356, US\$1.45, US\$1.60, US\$1.75, US\$2.35, US\$3.50, US\$3.55	12/30/2025, 12/30/2027, 12/30/2028, 12/28/2029, 12/30/2030	1.3%	a,c
100,001 -200,000	2	305,000	8/28/2018, 3/28/2019, 12/15/2020, 7/12/2021	US\$1.45, US\$1.75, US\$2.35, US\$3.50	12/30/2027, 12/30/2028, 12/28/2029, 12/30/2030	0.35%	a
200,001 -300,000	1	208,333	8/1/2019, 12/1/2019, 7/30/2020, 11/5/2020, 4/15/2021	US\$1.75, US\$2.35	12/30/2028, 12/28/2029, 12/30/2030	0.24%	d

Notes:

1. Certain grants were made pursuant to the then equity incentive plan of US Sirnaomics, which were substituted with grants under the Pre-IPO Equity Incentive Plan on the same terms. The date(s) of grant represents the date of such grant made pursuant to the then equity incentive plans of US Sirnaomics.
2. Please refer to below for different vesting schedules of the options granted:
 - a. 12/48 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/48 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
 - b. 12/36 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/36 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
 - c. 12/24 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/24 of the options vests on the last business day of each calendar month thereafter until the option is vested in full. In the event of the Listing, all options shall vest in full
 - d. options vest in six months from the date of grant
 - e. the option vest upon achieving certain research and development milestones. In the event of the Listing, all options shall vest
 - f. options vest on the date of grant

(q) Establishment of trustee for the Pre-IPO Equity Incentive Plan

Our Company is in the process of engaging a professional trustee to hold and manage our Shares to be issued under the Pre-IPO Equity Incentive Plan. Upon establishment, our Company will issue up to 12,770,000 Shares to the trustee. The trustee will not exercise the voting rights attached to such Shares.

2. RNAimmune Share Award Plan

The following is a summary of the principal terms of RNAimmune Share Award Plan as adopted by RNAimmune on March 8, 2020. The terms of the RNAimmune Share Award Plan are not subject to the provisions of Chapter 17 of the Listing Rules.

(a) Purpose

The purpose of the RNAimmune Share Award Plan is to attract and retain outstanding individuals to serve as directors, officers, employees, consultants, and advisors to RNAimmune Group.

(b) Participants

The participants of the RNAimmune Share Award Plan shall be: (i) a director, officer or employee of RNAimmune Group, or (ii) an individual that has been engaged to be a director, officer or employee of RNAimmune Group, or (iii) a consultant or advisor who provides services to RNAimmune Group, or (iv) an individual that has been engaged to provide services to RNAimmune Group.

(c) Administration

The compensation committee of the board of RNAimmune has full power and authority to administer in its sole discretion the RNAimmune Share Award Plan, including the authority to: (i) interpret the provisions of the RNAimmune Share Award Plan, (ii) prescribe, amend and rescind rules and regulations relating to the RNAimmune Share Award Plan, (iii) correct any defect, supply any omission, or reconcile any inconsistency in carrying into effect the RNAimmune Share Award Plan, and (iv) make all other determinations necessary or advisable for the administration of the RNAimmune Share Award Plan.

A majority of the members of the compensation committee of the board of RNAimmune constitutes a quorum, and must make all determinations of the Committee. The compensation committee of the board of RNAimmune may make any determination under the RNAimmune Share Award Plan without notice or meeting by a writing that a majority of the committee members have signed. All committee determinations are final and binding. If, at any time, the compensation committee of the board of RNAimmune is not in existence, the board of RNAimmune must administer the RNAimmune Share Award Plan and all references to the compensation committee in the RNAimmune Share Award Plan are deemed to mean the board of RNAimmune.

To the extent applicable law permits, the board of RNAimmune may delegate to another committee of the board of RNAimmune or to one or more officers of the RNAimmune any or all of the authority and responsibility of the compensation committee of the board of RNAimmune.

(d) Awards

An award means a grant of options, share appreciation rights or restricted shares.

(e) Discretionary grant of awards

Subject to the terms and conditions of the RNAimmune Share Award Plan, the compensation committee of the board of RNAimmune has full power and authority in its sole discretion to: (i) designate from time to time the participants to receive awards under the plan; (ii) determine the type or types of awards to be granted to each participant; (iii) determine the number of shares with respect to which an award relates; and (iv) determine any terms and conditions of an award. Awards under the plan may be granted either alone or in addition to, in tandem with, or in substitution for any other award (or any other award granted under another plan of RNAimmune Group). The compensation committee's designation of a participant to receive an award in a given year does not require the compensation committee to designate such person to receive an award in any other year.

(f) Shares reserved

An aggregate of 7,000,000 shares are reserved for issuance under the RNAimmune Share Award Plan, all of which may be issued pursuant to the exercise of incentive share options.

(g) Replenishment of shares

If an award lapses, expires, terminates, or is cancelled without the issuance of shares or payment of cash under the award, then the shares subject to or reserved for in respect of such award, or the shares to which such award relates, may again be used for new awards, including issuance pursuant to incentive share options. If shares are delivered to (or withheld by) RNAimmune in payment of the exercise price or withholding taxes of an award, then such shares may be used for new awards under the RNAimmune Share Award Plan, including issuance pursuant to incentive share options. If shares are issued under an award and if RNAimmune subsequently reacquires them pursuant to rights reserved upon the issuance of the shares, then such shares may be used for new awards under the plan but excluding issuance pursuant to incentive share options.

(h) Options

Subject to the terms and conditions of the RNAimmune Share Award Plan, the compensate committee must determine all terms and conditions of each option, including but not limited to:

- (i) whether the option is an incentive stock option or a nonqualified stock option;
- (ii) the number of shares subject to the option;
- (iii) the exercise price per share, which must not be less than the fair market value of a share as determined on the date of grant; provided, however, that an incentive stock option granted to a 10% owner- employee must have an exercise price that is at least 110% of the fair market value of a share on the date of grant;
- (iv) the terms and conditions of exercise;
- (v) unless the applicable option award or other applicable share option agreement (which has been approved by the compensation committee) expressly provides otherwise, the option, subject to the holder's continued employment or service by or for RNAimmune Group, will vest 25% on the first anniversary of the date of grant and will vest in 1/36 portions for the then next 36 months thereafter on the last business day of each calendar month;
- (vi) unless the applicable option award or other applicable share option agreement (which has been approved by the compensation committee) expressly provides

otherwise, and notwithstanding anything else to the contrary in Section (h)(v) hereof, the option may vest, in full, in the sole discretion of the compensation committee, upon a change of control of RNAimmune;

- (vii) the applicable option award or other applicable share option agreement (which has been approved by the compensation committee) expressly provides otherwise, the expiration or termination date of the option will be the fifth anniversary of the date of grant of the option, provided, however, that each incentive stock option granted to a 10% owner-employee must terminate no later than the fifth anniversary of the date of grant;
- (viii) upon a participant's death, the option may be exercised by the person or persons to whom such participant's rights under the option pass by will or by applicable law or, if no such person has such rights, by his or her executor or administrator.

(i) Share appreciation rights

Subject to the terms and conditions of the RNAimmune Share Award Plan, the compensation committee must determine all terms and conditions of each share appreciation right, including but not limited to:

- (i) the number of shares to which the share appreciation right relates;
- (ii) the grant price, provided, however, that the grant price must not be less than the fair market value of the shares subject to the share appreciation right as determined on the date of grant;
- (iii) the terms and conditions of exercise or maturity;
- (iv) the termination date, provided, however, that a share appreciation right must terminate no later than the fifth anniversary of the date of grant;
- (v) whether the share appreciation right will be settled in cash, shares, or a combination thereof;
- (vi) upon a participant's death, the share appreciation right may be exercised by the person or persons to whom such participant's rights under the share appreciation right pass by will or by applicable law or, if no such person has such rights, by his or her executor or administrator.

(j) Restricted shares

Subject to the terms and conditions of the RNAimmune Share Award Plan, the compensation committee must determine all terms and conditions of each award of restricted shares, including but not limited to:

- (i) the number of shares to which the award relates;
- (ii) the period of time over which, and/or the criteria or conditions that must be satisfied so that, the risk of forfeiture and/or restrictions on transfer imposed on the restricted shares will lapse;
- (iii) with respect to awards of restricted shares, the manner of registration of certificates for such shares, and whether to hold in escrow such certificates pending lapse of the risk of forfeiture and/or restrictions on transfer, or to issue such shares with an appropriate legend referring to such restrictions;
- (iv) with respect to awards of restricted shares, whether dividends paid with respect to such shares are paid immediately or held in escrow or otherwise defined, and whether such dividends are subject to the same terms and conditions as the awards to which they related, all in a manner to avoid giving rise to additional taxes under US Tax Code Section 409A.

(k) Transferability

Each award granted under the RNAimmune Share Award Plan is not transferable other than by will or the laws of descent and distribution, except that a participant may, to the extent the compensation committee allows and in a manner the compensation committee specifies:

- (a) designate in writing a beneficiary to exercise the award after the participant's death; or
- (b) transfer any award.

(l) Termination and amendment

At any time, the board of RNAimmune may amend, alter, suspend, discontinue, or terminate this RNAimmune Share Award Plan in its sole discretion, provided, however, that members must approve any of the following amendments to the RNAimmune Share Award Plan: (i) an amendment to increase materially the number of shares or to expand the class of individuals eligible to receive an award; or (ii) any other amendment if required by applicable law.

Except as provided in the RNAimmune Share Award Plan, and subject to the requirements of the RNAimmune Share Award Plan and all applicable law, the compensation committee may modify or amend any award or waive any restrictions or conditions applicable to any award or

the exercise of the award, and the terms and conditions applicable to any awards may be amended, modified, or canceled at any time by mutual agreement between the compensation committee and the participant or any other persons as then may have an interest in the award, so long as any amendment or modification does not increase the number of shares issuable under this RNAimmune Share Award Plan (except as permitted), but the compensation committee need not obtain the consent of the participant (or other interested party) for the cancellation of an award. Notwithstanding the foregoing, any such amendment must be made in a manner that enables an award (i) intended to be exempt from US Tax Code Section 409A to continue to be so exempt and (ii) intended to comply with US Tax Code Section 409A to continue to so comply.

(m) Tax

RNAimmune is entitled to withhold the amount of any tax attributable to any amount payable or any shares deliverable under the RNAimmune Share Award Plan, and RNAimmune may defer making payment or delivery in connection with an award if any such tax may be pending unless and until RNAimmune is indemnified to its satisfaction.

(n) Share transfer restrictions

Shares issued under the RNAimmune Share Award Plan may not be sold or otherwise disposed of, except as permitted by the board of RNAimmune. As a condition to the receipt of shares hereunder, the participant (or individual entitled to receive shares following the participant's death) may be required, at the time of issuance or later, to execute a members' agreement and/or other similar agreement required by the board of directors of holders of all or substantially all of the shares then issued and outstanding.

(o) Right to purchase shares

RNAimmune has the right, but not the obligation, to purchase the shares acquired by the participant under the RNAimmune Share Award Plan upon the occurrence of any of the following events:

(i) the participant's termination or expiration of employment by or service to RNAimmune Group, or (ii) the issuance of any shares following a participant's termination or expiration of employment by or service to RNAimmune Group pursuant to the terms of an award, including the exercise of an option following such term.

(p) Outstanding grants

As of the Latest Practicable Date, awards to subscribe for an aggregate of 4,925,000 shares have been granted to a total of 11 eligible participants by RNAimmune:

Grantee	Position/connected relationship	Address	Date of grant	Exercise Price (USD/per option)	Number of outstanding Shares under the options granted	Expiration Date	Approximate percentage of enlarged issued share capital of RNAimmune	Vesting
Dong Shen	President of RNAimmune	3601 Greenway, Unit 506, Baltimore, MD21218, U.S.	May 1, 2020	US\$0.11	2,800,000	December 28, 2029	7.84%	a
Zhifeng Long	Chief development officer of our Company	14232 Reed Farm Way, North Potomac, MD20878-3809, U.S.	April 29, 2021	US\$1.26	800,000	December 30, 2030	2.24%	a
Chun Lu	China chief operating officer of RNAimmune	8898 Basile-Routhier, Montreal, QC, H2M, 1T1, Canada	May 1, 2020	US\$0.10	600,000	December 28, 2029	1.68%	d
Ziyang He	Chief business officer of RNAimmune	7101 Cliff Pine Drive, Gaithersburg, MD20879, United States	May 1, 2020	US\$0.10	200,000	December 28, 2029	0.56%	a
Jiayi He	Chief medical officer of RNAimmune	Room 2201 No. 7 Dashatou 4th Road Guangzhou PRC	May 1, 2020	US\$0.10	200,000	December 28, 2029	0.56%	a
Yip Wing Kei (葉永基)	Chief financial officer of RNAimmune	Flat 1D, Tower 10, One Beacon Hill, Kowloon Tong, Hong Kong	May 1, 2020	US\$0.10	200,000	December 28, 2029	0.56%	a
David Brown	Senior research scientist of RNAimmune	207 Longpoint Way, Gaithersburg, MD20878, U.S.	April 29, 2021	US\$1.26	25,000	December 30, 2030	0.07%	b
Ju Hyeong Jeon	Senior research scientist of RNAimmune	4634 Cambria Road, Frederick, MD21703, U.S.	April 29, 2021	US\$1.26	25,000	December 30, 2030	0.07%	b
Neeti Anathaswamy	Senior research scientist of RNAimmune	12708 Lamp Post LN, Potomac, MD20854, U.S.	April 29, 2021	US\$1.26	25,000	December 30, 2030	0.07%	c
Renxiang Chen	Senior research scientist of RNAimmune	7737 Heritage Farm Drive, Gaithersburg, MD20886, U.S.	April 29, 2021	US\$1.26	25,000	December 30, 2030	0.07%	c
Yong Sik Bong	Senior research scientist of RNAimmune	118 Missouri Court, Frederick, MD21702, U.S.	April 29, 2021	US\$1.26	25,000	December 30, 2030	0.07%	c

Notes:

- Upon achieving certain R&D/financial milestones of RNAimmune
- 12/36 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/36 of the options vest on the last business day of each calendar month thereafter until the options are vested in full
- 12/48 of the options vest on the last business day of the calendar month which includes the first anniversary of the grant date, and thereafter 1/48 of the options vest on the last business day of each calendar month thereafter until the options are vested in full
- 2/3 vested upon grant and 1/3 to be vested upon achieving certain R&D/financial milestones of RNAimmune

E. OTHER INFORMATION**1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

Save as disclosed in this prospectus and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor has made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Global Offering (including any Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option).

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor's fee in relation to the Listing is US\$1,000,000.

4. Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (Advising on Futures Contracts) and Type 6 (advising on Corporate Finance) regulated activities under the SFO
Commerce and Finance Law Offices	Qualified PRC Lawyers
Maples and Calder (Hong Kong) LLP	Cayman Islands legal advisors
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountants Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588)
China Insights Industry Consultancy Limited	Industry consultant

As of the Latest Practicable Date, none of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. Binding Effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

6. Bilingual Document

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

7. Preliminary Expenses

The preliminary expenses incurred by the Company amount to approximately US\$5,000.

8. Disclaimers

- (a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries.
- (b) Save as disclosed in this prospectus:
- (i) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;

- (ii) no share or loan capital or debenture of our Company of any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
 - (iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.
- (c) Save as disclosed in the paragraph headed “B. Further Information about our Business — 1. Summary of Material Contracts” in this section, none of our Directors or proposed Directors or experts (as named in this prospectus), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (d) We do not have any promoter. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus within the two years immediately preceding the date of this prospectus.
- (e) Save as disclosed in this prospectus, no equity or debt securities of any company within our Group is presently listed on any stock exchange or traded on any trading system nor is any listing or permission to deal being or proposed to be sought.
- (f) Save as disclosed in this prospectus, our Company has no outstanding convertible debt securities or debentures.
- (g) There is no arrangement under which future dividends are waived or agreed to be waived.
- (h) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus.
- (i) There is no restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong.