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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of Technical Terms” in this prospectus.*

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| “affiliate”                              | with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person   |
| “Articles” / “Articles of Association”   | the amended and restated articles of association of our Company, conditionally adopted on December 6, 2021 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix III to this prospectus |
| “associate(s)”                           | has the meaning ascribed thereto under the Listing Rules   |
| “Audit Committee”                        | the audit committee of the Board   |
| “Board” or “Board of Directors”          | the board of directors of our Company  |
| “business day”                           | any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business  |
| “BVI”                                    | the British Virgin Islands   |
| “Cayman Companies Act” / “Companies Act” | the Companies Act (As Revised) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended, supplemented or otherwise modified from time to time  |
| “CCASS”                                  | Central Clearing and Settlement System established and operated by HKSCC   |
| “CCASS Clearing Participant”             | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant   |
| “CCASS Custodian Participant”            | a person admitted to participate in CCASS as a custodian participant   |
| “CCASS Investor Participant”             | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation  |

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| “CCASS Participant”   | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant   |
| “China”, “mainland China” or the “PRC”                          | the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only, except where the context requires, references in this prospectus to “China”, “mainland China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan   |
| “Code”  | the U.S. Internal Revenue Code of 1986, as amended  |
| “Companies Ordinance”   | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time  |
| “Companies (Winding Up and Miscellaneous Provisions) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |
| “Company”, “our Company” or “the Company”                       | Sirnaomics Ltd., an exempted company incorporated in the Cayman Islands with limited liability on October 15, 2020, and, except where the context indicated otherwise, all of its subsidiaries, or with respect to the period before our Company became the holding company of our current subsidiaries, the business operated by our present subsidiaries or their predecessors (as the case may be) |
| “Compliance Adviser”  | Opus Capital Limited  |
| “connected persons(s)”  | has the meaning ascribed to it under the Listing Rules  |
| “connected transaction(s)”                                      | has the meaning ascribed to it under the Listing Rules  |
| “controlling shareholder(s)”                                    | has the meaning ascribed to it under the Listing Rules  |
| “core product”  | STP705, the designated “core product” as defined under Chapter 18A of Listing Rules   |
| “Director(s)”   | the director(s) of our Company  |
| “Dr. Lu”  | Dr. Yang Lu (alias Patrick Lu) (陸陽), our founder, chairman of Board, president and chief executive officer, also being the single largest shareholder of the Company  |
| ”Extreme Conditions”  | extreme conditions caused by a super typhoon as announced by the Government of Hong Kong  |
| “FDA”   | U.S. Food and Drug Administration   |

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| “Global Offering”                                      | the Hong Kong Public Offering and the International Offering   |
| “GREEN Application Form(s)”                            | the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider designated by our Company   |
| “Group”, “our Group”, “the Group”, “we”, “us” or “our” | the Company, its subsidiaries or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time  |
| “Guangzhou RNAimmune”                                  | RNAimmune Vaccine (Guangzhou) Co., Ltd. (達冕疫苗(廣州)有限公司), a company incorporated under the laws of the PRC on January 28, 2021 with limited liability, an wholly-owned subsidiary of RNAimmune   |
| “Guangzhou Sirnaomics”                                 | Sirnaomics Biopharmaceuticals (Guangzhou) Co., Ltd. (聖諾生物醫藥技術(廣州)有限公司), a company incorporated under the laws of the PRC on May 8, 2012 with limited liability, an indirect wholly-owned subsidiary of the Company and formerly known as Guangzhou Nanotides Pharmaceuticals Co. Ltd. (廣州納泰生物醫藥技術有限公司) |
| “Guangzhou Xiangxue”                                   | Xiangxue Pharmaceutical Co., Ltd. (廣州市香雪製藥股份有限公司), a company listed in Shenzhen Stock Exchange (stock code: 300147), one of our Pre-IPO Investors and an Independent Third Party   |
| “HKFRS”  | the Hong Kong Financial Reporting Standards  |
| “HKSCC”  | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited   |
| “HKSCC Nominees”                                       | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC   |
| “Hong Kong” or “HK”                                    | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Hong Kong dollars”, “HK dollars”, “HKD” or “HK\$”     | Hong Kong dollars, the lawful currency of Hong Kong  |

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| “Hong Kong Offer Shares”                       | the 754,000 Shares initially being offered for subscription in the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering”)   |
| “Hong Kong Public Offering”                    | the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong  |
| “Hong Kong Share Registrar”                    | Computershare Hong Kong Investor Services Limited  |
| “Hong Kong Stock Exchange” or “Stock Exchange” | The Stock Exchange of Hong Kong Limited  |
| “Hong Kong Underwriters”                       | the underwriters of the Hong Kong Public Offering listed in “Underwriting – Hong Kong Underwriters”  |
| “Hong Kong Underwriting Agreement”             | the underwriting agreement dated December 17, 2021 relating to the Hong Kong Public Offering and entered into by, among others, our Company, the Sole Sponsor, the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and the Hong Kong Underwriters, as further described in section headed “Underwriting” in this prospectus |
| “Hongtao Investment”                           | Hongtao Jiaxuan Equity Investment 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 (佛山弘陶卓選股權投資合夥企業(有限合夥)) and Foshan Hongtao Boxuan Equity Investment Partnership (LP) (佛山弘陶博選股權投資合夥企業(有限合夥)), all of which are Pre-IPO Investors of the Company  |
| “IFRS”   | International Financial Reporting Standards  |
| “Independent Third Party(ies)”                 | an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company  |
| “Innovent”                                     | Innovent Biologics (Suzhou) Co., Ltd. (信達生物製藥(蘇州)有限公司), one of our collaborators and an Independent Third Party  |
| “International Offer Shares”                   | the 6,786,000 Shares being initially offered for subscription at the Offer Price under the International   |

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Offering together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described under the section headed “Structure of the Global Offering”

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| “International Offering”               | the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in “Structure of the Global Offering”  |
| “International Underwriters”           | the group of underwriters that are expected to enter into the International Underwriting Agreement to underwrite the International Offering  |
| “International Underwriting Agreement” | the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, our Company, the Sole Sponsor, the Joint Representatives (for themselves and on behalf of the International Underwriters) and the International Underwriters on or about the Price Determination Date, as further described in the section headed “Underwriting” |
| “IRS”                                  | the U.S. Internal Revenue Service  |
| “Joint Bookrunners”                    | China International Capital Corporation Hong Kong Securities Limited, The Hongkong and Shanghai Banking Corporation Limited, Nomura International (Hong Kong) Limited, China Merchants Securities (HK) Co., Limited, China PA Securities (Hong Kong) Company Limited, Alpha Win Capital Limited and Valuable Capital Limited   |
| “Joint Global Coordinators”            | China International Capital Corporation Hong Kong Securities Limited, The Hongkong and Shanghai Banking Corporation Limited, Nomura International (Hong Kong) Limited, China Merchants Securities (HK) Co., Limited and China PA Securities (Hong Kong) Company Limited  |
| “Joint Representatives”                | China International Capital Corporation Hong Kong Securities Limited and Nomura International (Hong Kong) Limited  |

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| “Latest Practicable Date”                   | December 10, 2021, being the latest practicable date for ascertaining certain information in this prospectus before its publication   |
| “Listing”                                   | the listing of the Shares on the Main Board   |
| “Listing Committee”                         | the Listing Committee of the Stock Exchange   |
| “Listing Date”                              | the date expected to be on or about December 30, 2021 on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Hong Kong Stock Exchange  |
| “Listing Rules”                             | the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time  |
| “M&A Rules”                                 | the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), jointly issued by the MOFCOM, the State Assets Supervision and Administration Commission, the SAT, the SAIC, the China Securities Regulatory Commission, and the SAFE on August 8, 2006 and amended by the MOFCOM on June 22, 2009 |
| “Main Board”                                | the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange  |
| “Memorandum” or “Memorandum of Association” | the amended and restated memorandum of association of our Company (as amended from time to time), conditionally adopted on December 6, 2021, with effect from the Listing Date, a summary of which is set out in Appendix III to this prospectus  |
| “MOFCOM”                                    | the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)   |
| “NDRC”                                      | National Development and Reform Commission of the PRC (中國國家發展與改革委員會)  |

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| “NHC,” or formerly known as “NHFPC” | National Health Commission of the PRC (中華人民共和國國家衛生健康委員會), and formerly known as National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會)   |
| “NHSA”                              | National Healthcare Security Administration (國家醫療保障局)   |
| “Nomination Committee”              | the nomination committee of the Board   |
| “Offer Price”                       | the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$72.70 and expected to be not less than HK\$65.90  |
| “Offer Shares”                      | the Hong Kong Offer Shares and the International Offer Shares, being the Shares of the Company, together, where relevant, with any additional Shares to be issued by the Company pursuant to the exercise of the Over-allotment Option  |
| “Over-allotment Option”             | the option expected to be granted by us to the International Underwriters, exercisable by the Joint Representatives (for themselves and on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to an aggregate of 1,131,000 additional Shares at the Offer Price to, inter alia, cover over-allocations in the International Offering, if any, detailed in “Structure of the Global Offering – Over-Allotment Option” in the prospectus |
| “PRC Legal Advisors”                | Commerce & Finance Law Offices, the PRC legal advisors to our Company   |
| “Pre-IPO Equity Incentive Plan”     | the pre-IPO equity incentive plan was adopted on January 21, 2021 to, among others, attract and retain outstanding individuals to serve as directors, officers, employees, consultants, and advisors to the Company.  |
| “Pre-IPO Investment(s)”             | the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this Global Offering, the details of which are set out in “History, Reorganization and Corporate Structure”   |

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| “Pre-IPO Investor(s)”        | the Series A Preferred Shareholders, Series B Preferred Shareholders, Series C Preferred Shareholders, Series D Preferred Shareholders and Series E Preferred Shareholders   |
| “Price Determination Date”   | the date, expected to be on or about December 23, 2021 (Hong Kong time), when the Offer Price is determined and, in any event, no later than December 27, 2021   |
| “prospectus”                 | this prospectus being issued in connection with the Hong Kong Public Offering  |
| “QIBs”                       | qualified institutional buyers within the meaning of Rule 144A   |
| “Regulation S”               | Regulation S under the U.S. Securities Act   |
| “Remuneration Committee”     | the remuneration committee of the Board  |
| “Reorganization”             | the onshore reorganization as set out in “History, Reorganization and Corporate Structure – Corporate Reorganization”  |
| “RMB” or “Renminbi”          | Renminbi, the lawful currency of China   |
| “RNAimmune”                  | RNAimmune, Inc., a company incorporated under the laws of Delaware, U.S. on May 5, 2016, a controlled subsidiary of the Company  |
| “RNAimmune Group”            | RNAimmune and its subsidiaries   |
| “RNAimmune Share Award Plan” | the share award plan was adopted on March 8, 2020 by RNAimmune to, among others, attract and retain outstanding individuals to serve as directors, officers, employees, consultants, and advisors to the RNAimmune Group                   |
| “Rule 144A”                  | Rule 144A under the U.S. Securities Act  |
| “SAFE”                       | the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)   |
| “SAFE Circular 37”           | the Circular on Relevant Issues Relating to Domestic Resident’s Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知), issued by the SAFE with effect from July 4, 2014 |



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| “SAMR”                              | State Administration for Market Regulation of the PRC (國家市場監督管理總局)  |
| “Sangel Investment”                 | Jiangsu Jiequan Sangel Biomedical Venture Capital (Limited Partnership) (江蘇惠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 Shenzhen Star Sangel Venture Capital Partnership (深圳星瞳創業投資合夥企業(有限合夥)), all of which are Pre-IPO Investors of the Company |
| “SAT”                               | the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)   |
| “Series A Preferred Shareholder(s)” | the holder(s) of Series A Preferred Shares as detailed in “History, Reorganization and Corporate Structure”   |
| “Series A Preferred Shares”         | the series A preferred shares in the share capital of our Company with a par value of US\$0.001 each  |
| “Series B Preferred Shareholder(s)” | the holder(s) of Series B Preferred Shares as detailed in “History, Reorganization and Corporate Structure”   |
| “Series B Preferred Shares”         | the series B preferred shares in the share capital of our Company with a par value of US\$0.001 each  |
| “Series C Preferred Shareholder(s)” | the holder(s) of Series C Preferred Shares as detailed in “History, Reorganization and Corporate Structure”   |
| “Series C Preferred Shares”         | the series C preferred shares in the share capital of our Company with a par value of US\$0.001 each  |
| “Series D Preferred Shareholder(s)” | the holder(s) of Series D Preferred Shares as detailed in “History, Reorganization and Corporate Structure”   |
| “Series D Preferred Shares”         | the series D preferred shares in the share capital of our Company with a par value of US\$0.001 each  |
| “Series E Preferred Shareholder(s)” | the holder(s) of Series E Preferred Shares as detailed in “History, Reorganization and Corporate Structure”   |
| “Series E Preferred Shares”         | the series E preferred shares in the share capital of our Company with a par value of US\$0.001 each  |

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| “SFC”                           | The Securities and Futures Commission of Hong Kong  |
| “SFO”                           | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |
| “Shanghai Junshi”               | Shanghai Junshi Biosciences Co., Ltd. (上海君實生物醫藥科技股份有限公司), one of our collaborators and an Independent Third Party   |
| “Share(s)”                      | ordinary share(s) in the share capital of our Company with a par value of US\$0.001 each  |
| “Shareholder(s)”                | holder(s) of our Shares   |
| “Sole Sponsor”                  | China International Capital Corporation Hong Kong Securities Limited  |
| “State Council”                 | the PRC State Council (中華人民共和國國務院)  |
| “Stock Exchange”                | The Stock Exchange of Hong Kong Limited   |
| “Subsidiary”                    | has the meaning ascribed to it under the Listing Rules  |
| “Suzhou Sirnaomics”             | Sirnaomics Biopharmaceuticals (Suzhou) Co., Ltd. (聖諾生物醫藥技術(蘇州)有限公司), a company incorporated under the laws of the PRC on March 10, 2008 with limited liability, an indirect wholly-owned subsidiary of the Company and formerly know as Suzhou Sirnaomics Biopharmaceuticals Co., Ltd. (蘇州聖諾生物醫藥技術有限公司) |
| “Track Record Period”           | the period consisting of the two years ended December 31, 2019 and 2020 and the nine months ended September 30, 2021  |
| “U.S. dollars”, “USD” or “US\$” | U.S. dollars, the lawful currency of the United States of America   |
| “U.S. Securities Act”           | the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder  |

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| “Underwriters”                             | the Hong Kong Underwriters and the International Underwriters   |
| “Underwriting Agreements”                  | the Hong Kong Underwriting Agreement and the International Underwriting Agreement   |
| “United States”, “U.S.” or “US”            | the United States of America  |
| “US Sirnaomics”                            | Sirnaomics, Inc., a company incorporated under the laws of Delaware, U.S. on February 12, 2007, a wholly-owned subsidiary of the Company  |
| “VAT”                                      | the PRC value-added tax   |
| “Walvax”                                   | Walvax Biotechnology Co., Ltd. (雲南沃森生物技術股份有限公司), one of our collaborators and an Independent Third Party  |
| “ <b>White Form eIPO</b> ”                 | the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the <b>White Form eIPO</b> Service Provider, <a href="http://www.eipo.com.hk">www.eipo.com.hk</a> |
| “ <b>White Form eIPO</b> Service Provider” | Computershare Hong Kong Investor Services Limited   |
| “%”  | per centum  |

*Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.*

*The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this prospectus are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.*

*Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*