SUMMARY

This summary aims to give you an overview of the information contained in this Document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to [**REDACTED**] *in the* [**REDACTED**].

There are risks associated with any [**REDACTED**]. *Some of the particular risks in* [**REDACTED**] *in the* [**REDACTED**] *are set out in "Risk Factors" of this document. In particular, we are a biotechnology company seeking to* [**REDACTED**] *on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules on the basis that we are unable to meet the requirements under Rules 8.05(1), (2) and (3) of the Listing Rules. You should read that section carefully before you decide to* [**REDACTED**] *in the* [**REDACTED**].

OVERVIEW

We are a Singapore-headquartered ribonucleic acid ("**RNA**") technology company that is making diagnostic solutions for the early detection of diseases accessible on a global scale. We are a pioneer and leader in developing and commercializing accurate, non-invasive and affordable blood-based microRNA ("**miRNA**") test kits for the early detection of cancer and other diseases. According to Frost & Sullivan, we are one of the few companies globally that have obtained regulatory approval for in vitro diagnostic ("**IVD**") product in the molecular cancer screening industry*, and we are also the world's first and only company that has obtained regulatory approval for IVD products of molecular gastric cancer screening.

With the motto "To Know. To Act" in mind, we aim to become a leading RNA centric multi-omics technology company that provides accurate, accessible, and actionable diagnostic solutions to address critical unmet clinical needs across the care continuum, with a focus on cancer early detection, risk stratification of individuals as well as precision medicine. Our mission is to save lives and reduce socio-economic burden of cancer through development and commercialization of innovative cancer early detection tests.

Our Company was founded in 2014 by our co-founders, Dr. TOO Heng Phon, Dr. ZHOU Lihan and Dr. ZOU Ruiyang, who have achieved outstanding academic record with extensive research experience in the field of miRNA-based molecular detection. They pioneered the invention of miRNA polymerase chain reaction ("**PCR**") technology with high sensitivity, specificity and reproducibility and proved the scientific and clinical significance of applying such technologies to the screening and early detection of various diseases. Our co-founders established Singapore's first PCR laboratory in early 2000 for RNA diagnostics in collaboration with other research institutes. They subsequently established a world leading miRNA candidate discovery laboratory in Singapore in 2012, with a daily throughput of 0.2 million PCR reactions, which was one of the miRNA candidate discovery laboratories with the highest throughput in the world at that time, according to Frost & Sullivan.

Under the leadership of our co-founders, we have developed two business segments, namely (a) Early Detection and Precision Multi-omics segment, under which we offer various disease early detection products (including our Core Product GASTROClear™) and services, multi-omics candidate discovery and clinical genomic testing, and (b) Infectious Diseases segment.

* Cancer screening refers to the examination or testing of individuals who have no apparent symptoms of cancer to identify any potential signs or early stages of such disease.

Early Detection and Precision Multi-omics Business Segment

Early Detection Business Sub-segment

Within Early Detection business sub-segment, our primary focus is on developing, manufacturing and commercializing miRNA early detection test kit products that are accessible to the mass market. These test kit products take the form of simple blood tests performed on PCR instruments to detect miRNA biomarkers associated with various diseases. The graph below provides an overview of our product and product candidates under Early Detection platform:

Notes:

1. Early stage – refers to the development stage where a product candidate is undergoing one or more of the following: technical feasibility studies, product optimization and finalization of product prototype, as well as limited pilot production.

2. Late stage – refers to the development stage where a product candidate is undergoing one or more of the following: efficacy testing, mass production and completion of a proof-of-concept clinical validation study, and is ready for registrational trials.

3. We are partnering with Actelion Pharmaceuticals in developing PHinder. We plan to discuss with Actelion Pharmaceuticals on the commercialization arrangement of PHinder at a later stage of the product development. For details of our collaboration with Actelion Pharmaceuticals, please see "– Major Research Collaborations and Licensing Arrangements – Collaboration on Pulmonary Hypertension".

Our Core Product

GASTROClear™, our Core Product, is the first and only approved molecular IVD product for gastric cancer screening globally, according to Frost & Sullivan. GASTROClear™ is a blood-based miRNA detection panel consisting of 12 miRNA biomarkers for gastric cancer screening and early detection. GASTROClear™ has been successfully commercialized after obtaining Class C IVD certificate from the HSA in September 2019, and has obtained the CE Mark in November 2017. More recently in May 2023, GASTROClear™ obtained breakthrough device designation from the FDA, which makes us the first to obtain the breakthrough device designation from the FDA for blood-based miRNA diagnostic test as well as for molecular diagnostic test for gastric cancer. The FDA's breakthrough device designation for GASTROClear™ signifies its remarkable potential to deliver improved treatment or diagnosis for life-threatening or irreversibly debilitating diseases or conditions. This designation grants GASTROClear™ the advantage of an expedited review process by the FDA, potentially resulting in accelerated market access. Furthermore, our experience in developing GASTROClear™ has been used as a valuable reference for the drafting of miRNA molecular detection industry standards, including the SS 656: 2020 Singapore standard, demonstrating its outstanding clinical performance.

We believe that GASTROClear™ is a unique offering in the market that disrupts existing early gastric cancer screening paradigm. It is a non-invasive, cost effective, more accessible and convenient option compared to traditional early screening technologies, with strong performance. We completed a large-scale prospective clinical trial for GASTROClear™ with 5,282 subjects in Singapore, being one of the few largest prospective clinical trials globally for cancer screening and early detection that have been conducted, according to Frost & Sullivan. With the area under curve ("**AUC**") value of 0.85, which significantly outperforms the existing gastric cancer screening biomarkers (with AUC of 0.63 to 0.65), we believe GASTROClear™ has shown comparable performance to gastro-endoscopy, which is currently the gold standard of gastric cancer early detection and diagnostics. The results from the prospective clinical trial of GASTROClear™ have demonstrated a high overall sensitivity of 87.0%, and a remarkable sensitivity of 87.5% for stage I gastric cancers and 75.0% for early lesions less than 1 cm, respectively, which suggests a significant potential in ultra-early detection. GASTROClear™ showed a specificity of 68.4% in the clinically relevant trial population that included healthy average-risk individuals as well as individuals with atrophic gastritis and intestinal metaplasia. As such, GASTROClear™ demonstrated a negative prediction value ("**NPV**") of 99.5% and a positive prediction value ("**PPV**") of 6.7%, which outperforms existing gastric cancer screening biomarkers, and is comparable to cancer screening tests applied in other major cancers. GASTROClear™ is equipped with our mSMRT-qPCR technology and is capable of rapid detection of 13 samples per use, with the detection results being available within four hours in a PCR laboratory.

We completed patient enrollment for the registrational clinical trial of GASTROClear™ in China in March 2023 with approximately 9,400 subjects enrolled, and it is the largest prospective clinical trial of molecular gastric cancer screening globally, according to Frost & Sullivan. We plan to submit a registration application to the NMPA by the fourth quarter of 2023. In Japan, we have completed a clinical study in July 2022 to assess the applicability of GASTROClear™ on the Japanese population and have also been in consultation with the PMDA to explore an IVD approval of GASTROClear™ in Japan. Subject to our communication with the PMDA, we may submit a registration application to the PMDA or, if required by the PMDA, carry out additional clinical studies to generate further data as required.

Other Early Detection Product Candidates

We have developed a comprehensive early detection portfolio of blood miRNA-based test kit products targeting high incidence and mortality cancers as well as cardiovascular diseases.

- *LungClear™* – our lung cancer screening and early detection product candidate is a detection panel consisting of miRNA biomarkers discovered and verified in multi-center studies with a sample size of 1,688 subjects covering both Asian and Caucasian population. We have commercialized LungClear™ as a LDT service in Southeast Asia, China and Japan. According to Frost & Sullivan, LungClear™ is the first commercialized miRNA-based lung cancer early screening LDT service globally. We also plan to develop LungClear™ as an IVD test kit product in these jurisdictions.

- *CRC-1* – our miRNA-based testing kit for the early detection of colorectal cancer has entered late stage of development and we are in the process of prototyping the miRNA biomarkers for the product. We intend to register the CRC-1 as a IVD test kit in the major global markets.

- *CADENCE* – CADENCE is our multi-cancer testing kit for the early detection of up to nine different types of cancers in a single test. We have initiated a large-scale clinical research project for the development of CADENCE in collaboration with key clinical experts and institutions in Singapore and overseas, through integrating and analyzing multi-omics biomarkers in miRNA and DNA of more than 20,000 individuals.

- *PHinder* – In addition to cancer detection test kits, we are partnering with Actelion Pharmaceuticals in developing PHinder, a miRNA-based testing kit for the early detection of pulmonary hypertension. The PHinder kit received the CE Mark in 2022 and a clinical verification study is ongoing in collaboration with two national hospitals in Singapore.

Precision Multi-omics Business Sub-segment

Within Precision Multi-omics business sub-segment, we focus on providing complex, miRNA centric multi-omics testing solutions to bio-pharmaceutical companies, government organizations, as well as academic and clinical institutions. In addition, we and our partners also collaborate to develop next generation, high complexity diagnostic applications to discover novel biological associations in the form of biomarkers for various diseases, aiding therapeutic candidate discovery. These activities enable us to stay competitive in the cancer care industry by supporting the development of a comprehensive portfolio of intellectual property and diagnostic solution offerings for our clinical customers as well as partners.

- *Multi-omics candidate discovery* – comprising both joint-development and fee-for-service research projects with our partners. These projects are undertaken to discover novel biological insights for the development of diagnostic solutions and discovery of therapeutic candidates. We integrate additional omics data through our state-of-the-art ultra-high-throughout next-generation sequencing ("**NGS**") systems and analyze these using our data science and machine learning, to provide a comprehensive, multi-dimension and integrated analysis of RNA, DNA, and protein biomarkers during normal cell functions and disease states.

- *Clinical multi-omics testing* – where we provide testing services to our customers to analyze genetic and epi-genetic changes at DNA and RNA. In particular our testing services cover (i) hereditary risk stratification to assess hereditary cancer risks, as well as other disease carrier genes; and (ii) selection of cancer therapy for patients through the analysis of the somatic genomic abnormalities in the patient's cells, in order to plan and select a targeted therapy treatment aiming for a better treatment outcome.

Precision Multi-omics is the core engine driving our R&D successes. The platform enables and complements our Early Detection platform by providing the development engine through which we derive new insights, which drives R&D activities and the development of our next generation of disease early detection products. It also represents an extension of our product and service offerings into adjacent and complementary business lines of hereditary risk stratification and therapy selection (i.e., assigning risk levels to patients and using the patient's risk status to direct and improve care). This diversifies our revenue streams as well as contributes to our efforts to provide end-to-end diagnostic solutions across the care continuum, especially in the under-served Southeast Asian market.

Infectious Diseases Business Segment

Our Early Detection and Precision Multi-omics business segment is supplemented by our Infectious Diseases business segment, where we have developed, manufactured and deployed the Fortitude™ COVID-19 diagnostic kits to approximately 35 countries during the pandemic. The Fortitude™ Kit is one of the first approved COVID-19 RT-qPCR test kits globally, according to Frost & Sullivan. The success of Fortitude™ Kit is a testament to our ability to develop and commercialize new products at scale within a limited time span. We believe that our success in responding to the call by governments to address the COVID-19 pandemic with large-scale manufacture and commercialization of Fortitude™ Kits has positioned us as a leading diagnostic test provider in Southeast Asia. Further, the collaborations with hospitals and research institution to develop the Fortitude™ Kit has been a valuable marketing tool. It has also expanded our exposure and access to a wider market audience who have become cognizant of our products, technology and capabilities.

OUR COMPETITIVE STRENGTHS

We believe the following strengths have contributed to our success and differentiated us from our competitors.

- A global leader in molecular cancer early detection;
- A robust early disease detection portfolio with huge market potential to address significant unmet clinical demand;
- Leading proprietary mSMRT-qPCR technology platform achieving outstanding product performance and supporting synergistic business platforms;
- Comprehensive end-to-end and fully integrated capabilities; and
- Multidisciplinary and visionary management team with diverse experience and expertise, supported by renowned advisory board and investors.

OUR STRATEGIES

We plan to execute the following strategies to achieve our mission and drive our future growth:

- Promote molecular cancer screening and increase penetration of GASTROClear™ in key markets;
- Expand our R&D capabilities and platform to advance our pipeline products;
- Improve profitability, scalability, and speed to market by integrating our "end-to-end" capabilities; and

- Develop a precision multi-omics testing "super-app" for Southeast Asia.

MARKET OPPORTUNITY AND COMPETITION

The market in which we operate is characterized by rapid changes resulting from technological advances and scientific discoveries. In addition, it is subject to changes in the overall healthcare industry in Southeast Asia, China, Japan, United States and the rest of the world. While we believe that our proprietary technology, product development experience and research and development capabilities provide us with competitive advantages, we face potential competition from various sources, including major international medical device companies as well as Asian manufacturers that are also providing molecular diagnostics solutions. For additional information, see "Risk Factors – Risks Relating to our Business."

We compete primarily on the basis of our products' track record of reliable performance, our first-mover advantage in the gastric cancer screening and diagnostic market, brand recognition among hospitals and physicians and the level of technical support and training we provide to physicians. We believe that our continued success depends on our ability to (i) innovate and develop advanced technology; (ii) apply our technology across product lines; (iii) develop a diversified portfolio of disease screening and early detection products; (iv) maintain our efficient operating model; (v) attract and retain skilled personnel; (vi) maintain high quality standards; (vii) obtain and maintain regulatory approvals; and (viii) effectively market our products.

GASTROClear™

Gastric cancer is the fourth leading cause of cancer deaths in 2022 globally, and it is ranked the sixth in terms of global incidences among all cancers in 2022 with a total of approximately 1.1 million incidences globally, according to Frost & Sullivan. It is widely accepted that gastric cancer is one of the most preventable cancers, because screening of asymptomatic individuals is capable of identifying precancerous adenoma that can be removed through surgery before they become cancerous. Patients who are diagnosed early in the progression of the disease are more likely to have a complete recovery and incur less medical expenses.

According to Frost & Sullivan, the market size of gastric cancer screening in the selected regions (namely China, Japan, Southeast Asia and the U.S.) increased from US$11.6 billion in 2018 to US$14.6 billion in 2022. It is expected to increase to US$20.7 billion in 2027 and further to US$24.3 billion in 2032.

The table below sets forth major product and product candidates under clinical trial for gastric cancer screening. As of the Latest Practicable Date, GASTROClear™ is the only approved molecular IVD product for gastric cancer screening in the global market, and has the largest market share in terms of revenue in 2022 in the gastric cancer screening market in Southeast Asia.

Company	Product	Target Indications	Technology	Primary Market	Biomarkers	Sensitivity and Specificity	Description	Development Status
MiRXES	GASTRO Clear™	Gastric cancer	RT-qPCR	Singapore, SEA, China, USA, Japan	12 miRNA biomarkers	Sensitivity: 87.5% for stage I gastric cancers and 75.0% for early lesions less than 1 cm; Specificity: 68.4%	GASTROClear™ is a blood-based miRNA detection panel for gastric cancer screening and early detection. GASTROClear™ is equipped with our mSMRT-qPCR technology and is capable of rapid detection of 13 samples per use, with the detection results being available within 4 hours	**IVD Approved by Singapore's Health Sciences Authority in 2019;** IVD Under clinical trial in China FDA has designated GASTROClear™ as a "breakthrough device" CE Mark Approval as IVD
GRAIL	Galleri	Multi-cancer screening	NGS	US	ctDNA methylation	Sensitivity: 16.7% for stage I and 66.7% for all stages; Specificity: 99.5%	Able to detect more than 50 types of cancers, including gastric cancer, through a single blood draw. It is used in addition to and not to replace other cancer screening tests. The market price is US$949.	IVD Under clinical trial FDA has designated Galleri as a "breakthrough device". LDT launched in June 2021
Exact Sciences	Cancer SEEK	Multi-cancer screening	NGS	US	ctDNA methylation	-	A liquid biopsy test is designed to detect many cancers at earlier stages of diseases, including gastric cancer.	IVD Under clinical trial FDA has designated CancerSEEK as a "breakthrough device".

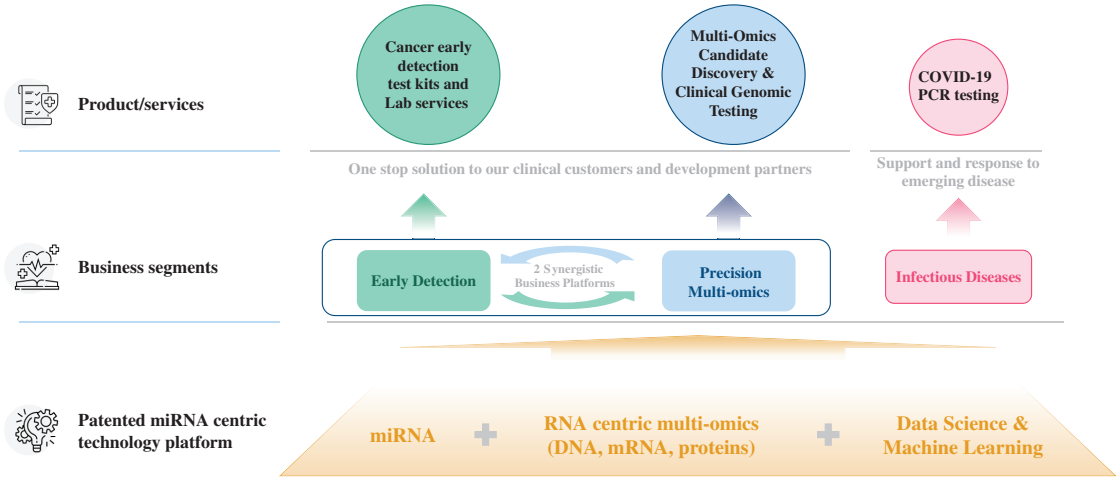
Source: FDA, HSA, Peer Reviewed Medical Journal, Literature Research, Frost & Sullivan

For more information on the market opportunities and competitive landscape of the gastric cancer screening market, see "Industry Overview – Overview of Global Cancer Early Screening Market – Gastric Cancer Screening Market".

OUR PLATFORM

Under the leadership of our co-founders, we have built the core technologies for early disease detection leveraging our proprietary mSMRT-qPCR technology platform, which is an enhanced high-throughput RT-qPCR assay system. It enables us to conduct miRNA detection with high sensitivity and specificity and in a cost-efficient manner and serves as the backbone of our comprehensive product and service portfolio. Our proprietary miRNA technology platform enables us to further develop our capabilities in RNA-centric multi-omics analysis, data science and machine learning. We integrate and analyze biological data from diverse omics sources, including miRNA, DNA genome and proteome (proteins) to identify novel biomarkers, gaining deeper insights into the biological processes underlying complex diseases such as cancer.

Building upon our core competency in miRNA research and technologies, we have grown our business to establish a comprehensive diagnostic platform, covering the full care continuum, including cancer screening and early detection, precision multi-omics services and infectious diseases prevention and solutions. We have developed two business segments namely (i) Early Detection and Precision Multi-omics; and (ii) Infectious Diseases. Our Early Detection and Precision Multi-omics business segment provides products and services covering the entire cancer care continuum, including cancer early detection test kits, early detection lab services, multi-omics candidate discovery and clinical genomic testing services. Powered by our proprietary miRNA technologies, we have strategically established a comprehensive pipeline of early disease detection products and product candidates targeting high incidence and mortality cancers as well as cardiovascular diseases. As of the Latest Practicable Date, our extensive portfolio of early detection products and product candidates consists of two commercialized products and six product candidates at pre-clinical stage. Our Infectious Diseases business segment historically composed mostly of supplying reagents for nucleic acid testing for infectious diseases, including the testing of COVID-19. The graph below illustrates the relationships among our products and services, our business segments, and our underlying technology platform:



RESEARCH AND DEVELOPMENT

We focus on developing innovative miRNA-based disease screening and diagnostic solutions with a particular focus on early detection of various types of cancers to enhance our existing pipeline of disease screening and early detection solutions and to develop new solutions. We believe that our success, to a large extent, has depended and will continue to depend on our ability to develop new or improved screening and diagnostic products. Our research and development capabilities are reflected in our portfolio of technologies and patents. See "– Intellectual Property Rights." With over ten years of dedicated research and development efforts, we have curated an extensive disease miRNA data, as well as developed our clinically validated miRNA detection and quantification technologies and risk assessment algorithms for our disease screening and diagnostic solutions. Our core product, GASTROClear™, is the world's first and only approved molecular IVD product for gastric

cancer screening, as well as the only miRNA assay featured in the article on cancer liquid biopsy published in *Nature Biotechnology* in 2019. Our risk assessment algorithm is able to process multiple parameters. Our industry-leading RNA extraction and processing technology enables us or our customers to purify RNA from blood or tissue samples. It is tailored and optimized to work with our primers, reagents and the overall testing process, which cannot be easily replicated by our competitors. As of the Latest Practicable Date, we have built a portfolio of patents and patent applications globally to protect our proprietary technologies and know-how.

We are engaged in ongoing research and development activities to deliver products with superior clinical performance, to enhance the effectiveness, ease of use, safety and reliability of our products, and to expand the applications of our products as appropriate. As of the Latest Practicable Date, we had two commercialized products and six product candidates at pre-clinical stage.

The time required from developing to commercializing a new product varies by product candidate and can be affected by various factors which may be beyond our control, such as results of validation or clinical studies, government policies and regulatory approvals. For additional information, see "Risk Factors – Risks Relating to Our Business." We incurred research and development expenses of US$7.9 million, US$18.5 million, US$4.0 million and US$6.7 million in the years ended December 31, 2021 and 2022 and the four months ended April 30, 2022 and 2023, respectively. For details, see "Business – Research and Development."

MANUFACTURING

We currently operate two state-of-the-art and Current Good Manufacturing Practices ("**cGMP**") compliant diagnostics manufacturing facilities in both Singapore and the PRC. For the four months ended April 30, 2023, our two existing manufacturing sites are capable of large-scale production capacity with aggregated production capacities of approximately 85,020 miRNA tests. In particular, we have been upgrading our manufacturing facility in Singapore to be an "Industry 4.0" manufacturing facility with smart manufacturing processes. This includes the use of automation in the manufacturing lines and intelligent software which collects and analyses data to improve decision making, including identifying potential supply bottlenecks and issues. Over the years, we have accumulated extensive expertise and know-how in the manufacturing of miRNA-based testing kits. We have formulated a comprehensive quality control system and a supply chain management system to maintain high production efficiency and low costs as well as high reliability and consistency of our miRNA-based testing kits. We exercise control over the whole manufacturing process from raw material monitoring, rigorous quality checks and final product delivery, thus enabling us to maintain cost-effectiveness. For details, see "Business – Testing and Manufacturing Capacity – Manufacturing Facilities."

SALES AND MARKETING

Commercialization

We have successfully commercialized GASTROClear™, Fortitude™ and LungClear™ in different jurisdictions. GASTROClear™ has been successfully commercialized after obtaining Class C IVD certificate from the HSA in September 2019, and has obtained the CE Mark in November 2017. Fortitude™ Kit has received HSA's provisional authorization for clinical use in March 2020 and received the CE Mark in June 2020, and was commercialized since then. Moreover, we have commercialized LungClear™ as a LDT service in Southeast Asia, China and Japan.

Sales and Marketing Personnel

We have 109 sales and marketing staff as of April 30, 2023 to provide customized support to our customers. We organize trainings for our newly joined sales and marketing personnel during their first month of employment with us. Our trainings generally include background introduction to the hierarchy and strategies of our product development, as well as overviews covering various topics including our commercial team, patents and intellectual property, life sciences and products including GASTROClear™, and Fortitude™ Kit, all of which are designed to enable our employees to gain in-depth understanding of the features and technologies of our products and product candidates.

Our sales and marketing efforts primarily include educating hospitals, physicians and health checkup centers on the benefits of our tests and products and the clinical data supporting our performance. Specifically, our sales and marketing personnel are responsible for establishing and maintaining relationships with hospitals and other health institutions and increasing the awareness and recognition of our products among physicians in their covered region, through academic marketing activities and other promotional efforts. We prioritize developing business relationship with hospitals. They also collect feedback on our products for further improvement. Besides, we also coordinate with distributors in the promotion and distribution of our products by providing trainings on the disease screening industry and benefits and performance of our tests and products. Our management closely oversees the sales activities and results in the major markets and determines the sales and pricing policies in each market.

Marketing Model

Our gastric cancer screening product, GASTROClear™, primarily targets mass market in Southeast Asia where gastric cancer shows high prevalence with a 143.8 million people recommended for early screening of gastric cancer in 2022 and the number is expected to further increase to 171.6 million in 2023, according to Frost & Sullivan. We expect GASTROClear™ gradually to become the first-step of gastric cancer screening with its convenience, sensitivity and affordable price. We believe with its less-invasive nature as compared to the traditional gastro-endoscopy, GASTROClear™ will help enhance awareness and population compliance of gastric cancer screening. Our COVID-19 screening product, Fortitude™ Kit, provides a fast and sensitive solution to detect the presence of SARS-CoV-2 and has achieved commercial success as evidenced by its quick deployment through Singapore and other major jurisdictions.

We employ a strategic marketing model to promote the awareness of our products, which consists of (i) mass market education, (ii) global partnership and clinical research sponsorship with hospitals and research institutions, (iii) attending and sponsoring medical summits, conferences and seminars and (iv) enhance media awareness and engaging charities. Our marketing efforts are facilitated through both online platforms and offline channels, to our existing customers and potential new customers.

We believe in a tailored go-to-market approach when expanding into new markets. We envision our expansion into the PRC and the United States to be eventually spearheaded by our early detection test kit products. The offering of our early detection test kit products, such as GASTROClear™, will enable us to effectively penetrate these markets and establish brand awareness and presence in the near to mid-term. In the PRC, our strategy will be to offer LDT services to private screening services and public hospitals to establish brand presence and generate demand momentum, before progressing to sales of IVD test kit products. We plan to follow a similar approach when we expand into the United States, with adaptations for local market characteristics.

Our Sales Arrangements

We provide our products through direct sales primarily to hospitals, clinics and health checkup centers, and through distributors. We have established an extensive sales and distribution network, covering more than 20 countries as of the Latest Practicable Date.

Direct Sales

Our revenue primarily come from direct sales, which mainly include hospitals, clinics and health checkup centers.

Hospitals

We have been focusing on clinical utility and academic promotion to market GASTROClear™ to physicians and hospitals. The first-in-class nature of our GASTROClear™ and the improved convenience, clinical performance and user-experience compared to traditional gastric cancer screening solutions enable us to advance academic marketing and deepen our collaboration with hospitals. Such relationships were developed by our in-house sales staff. We normally enter into collaboration agreements with hospitals for a term of two years, which may be renewed upon mutual consent. In general, pursuant to such agreements, hospitals may order cancer screening tests or products from us, which are applied to end-users at the prices agreed by the hospitals and us. We typically do not impose minimum order requirements on hospitals.

Clinics

We also sell our products, including GASTROClear™ and Fortitude™ Kit, to the clinics, including both independent and in-hospital clinics, which will then offer to the users. Our agreements with independent and in-hospital clinics generally have a term of one year, which may be renewed upon mutual consent. Pursuant to such agreements, clinics may order products from us, typically with no minimum order requirement. In general, clinics are required to sell our products to end-users at the prices agreed with us.

Health checkup centers

We primarily promote GASTROClear™ at health checkup centers. We have established solid business collaborations with leading health checkup centers across Singapore and other selected markets, which we believe enables us to quickly penetrate the market with a well-developed end-user base and to extensively promote market acceptance of our existing and future products. Health checkup centers also benefit from the convenience and high efficiency of our products. We normally enter into collaboration agreements with health checkup centers for a term of one year, which may be renewed upon mutual consent. In general, pursuant to such agreements, health checkup centers may order our products based on demands from its customers, with no minimum order requirement. In addition, we collaborate with the health checkup centers to offer customized health screening packages that consist of GASTROClear™ and other screening products for customers of the health checkup centers to provide them with more tailored health information and reduce overall costs.

Sales through Distributors

In the medical device industry, it is customary to rely on distributors for the sales of medical devices to medical institutions, according to Frost & Sullivan. In line with the industry practice, we also cooperate with distributors who purchase products and/or testing services from us and further sell them to downstream customers, such as certain hospitals, clinics, health checkup centers. Our distributors primarily engage in the medical device distribution business and all of our distributors are independent third parties. Our sales and marketing staff

screen and select distributors whom we believe have the required qualifications and capabilities and are suited to our strategic marketing model, and establish and maintain resource sharing with our distributors to effectively execute our marketing strategies specifically tailored to each designated geographic location. For details, see "Business – Sales and Marketing".

CUSTOMERS

During the Track Record Period, we derived a majority of our revenues from our GASTROClear™ tests and Fortitude™ Kit. For the years ended December 31, 2021 and 2022 and the four months ended April 30, 2023, the aggregate revenue generated from our five largest customers were US$55.8 million, US$7.6 million and US$2.5 million, representing 92.0%, 42.7% and 43.7% of our revenue, respectively. Revenues generated from our largest customer for the same periods were US$40.0 million, US$2.3 million and US$0.9 million, representing 65.9%, 13.1% and 15.6% of our revenue, respectively. Our five largest customers in 2021, 2022 and the first four months in 2023 primarily included government agencies, healthcare platforms, hospitals, and medical device and biotech enterprises. As we further increase market penetration of GASTROClear™ and Fortitude™ Kit in Singapore and other jurisdictions and expand our commercialization channels, we expect the percentage of the aggregate revenue generated from our five largest customers out of our total consolidated revenue will decrease. We generally allow for a credit period of up to one month, and for certain customers we may grant an extended credit term of up to twelve months. For details, see "Business – Customers."

RAW MATERIALS AND SUPPLIERS

During the Track Record Period, our suppliers primarily consisted of (i) suppliers of our raw materials for production and testing services; (ii) CROs, who provide third-party contracting services for research and development; and (iii) suppliers of fixed assets for research and development activities, machines and equipment for our production and testing services. For the years ended December 31, 2021 and 2022 and the four months ended April 30, 2023, the aggregate purchases from our five largest suppliers were US$11.4 million, US$14.9 million and US$1.6 million, accounting for 59.9%, 48.4% and 42.5% of our total purchases, respectively. Purchases from our largest supplier for the same periods were US$3.7 million, US$4.8 million and US$0.6 million, representing 19.6%, 15.7% and 16.5% of our total purchases, respectively. For details, see "Business – Raw Materials and Suppliers".

INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights are important to our business. Our future commercial success depends, in part, on our ability to obtain and maintain patents and other intellectual property and proprietary protections for commercially important technologies, inventions and know-how related to our business, defend and enforce our patents, preserve the confidentiality of our trade secrets, and operate without infringing, misappropriating or otherwise violating the valid, enforceable intellectual property rights of third parties.

As of the Latest Practicable Date, we owned or in-licensed 17 patent families at different stages of maturity comprising 24 issued patents and 63 pending patent applications, all of which are invention patents and patent applications. As of the Latest Practicable Date, we owned or in-licensed 12 issued and published patents, as well as 25 pending patent applications, that are related to our Core Product.

The term of an individual patent may vary based on the countries/regions in which it is granted. In most countries and regions in which we file patent applications, including Singapore, China and the United States, the term of an issued invention patent is generally 20 years from the filing date of the earliest non-provisional patent application on which the patent is based in the applicable country. In the United States, a patent's term may be lengthened in some cases by a patent term adjustment, which extends the term of a patent to account for administrative delays by the United States Patent and Trademark Office, or USPTO, in excess of a patent applicant's own delays during the prosecution process, or may be shortened if a patent is terminally disclaimed over a commonly-owned patent having an earlier expiration date. For details, see "Business – Intellectual Property Rights."

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any material proceedings in respect of, and we had not received notice of any material claims of infringement of, any intellectual property rights that are threatened or pending, in which we may be a claimant or a respondent. For details, see "Appendix IV – Statutory and General Information – B. Future Information about Our Business – 2. Intellectual Property Rights."

SUMMARY OF KEY FINANCIAL INFORMATION

This summary of key financial information set forth below has been derived from, and should be read in conjunction with, our consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report set out in Appendix I to this Document, as well as the information set forth in "Financial Information" of this Document. Our financial information was prepared in accordance with IFRS.

Summary of Consolidated Statements of Profit or Loss

The table below sets forth a summary of our consolidated statements of profit or loss and other comprehensive income with line items in absolute amounts and as percentages of our revenue for the periods indicated, which are derived from the Accountants' Report included in Appendix I to this Document:

	For the year ended December 31,				For the four months ended April 30,			
	2021		2022		2022		2023	
	US$	% of Revenue	US$	% of Revenue	US$	% of Revenue	US$	% of Revenue
					(unaudited)			
Revenue	60,649,846	100.0	17,758,971	100.0	3,503,857	100.0	5,775,147	100.0
Cost of sales	(18,450,360)	(30.4)	(8,432,593)	(47.5)	(2,078,806)	(59.3)	(2,929,065)	(50.7)
Gross profit	**42,199,486**	**69.6**	**9,326,378**	**52.5**	**1,425,051**	**40.7**	**2,846,082**	**49.3**
Other income, other gains and (losses)	5,530,749	9.1	2,333,802	13.1	247,828	7.1	(633,385)	(11.0)
Selling and distribution expenses	(4,894,779)	(8.1)	(13,586,495)	(76.5)	(3,958,819)	(113.0)	(4,392,465)	(76.1)
Research and development expenses	(7,882,121)	(13.0)	(18,481,794)	(104.1)	(4,006,451)	(114.3)	(6,659,329)	(115.3)
General and administrative expenses	(26,671,635)	(44.0)	(26,775,792)	(150.8)	(7,463,075)	(213.0)	(10,056,980)	(174.1)
Results from operating activities	**8,281,700**	**13.7**	**(47,183,901)**	**(265.7)**	**(13,755,466)**	**(392.6)**	**(18,896,077)**	**(327.2)**
Finance income	3,632	0.0	147,293	0.8	774	0.0	3,275	0.1
Finance costs	(3,783,183)	(6.2)	(8,743,333)	(49.2)	(2,820,499)	(80.5)	(2,897,240)	(50.2)
	(3,779,551)	(6.2)	(8,596,040)	(48.4)	(2,819,725)	(80.5)	(2,893,965)	(50.1)

	For the year ended December 31,				For the four months ended April 30,			
	2021		2022		2022		2023	
	US$	% of Revenue	US$	% of Revenue	US$	% of Revenue	US$	% of Revenue
					(unaudited)			
Profit/(Loss) before taxation	**4,502,149**	**7.4**	**(55,779,941)**	**(314.1)**	**(16,575,191)**	**(473.1)**	**(21,790,042)**	**(377.3)**
Income tax (expenses)/credit	(7,583,247)	(12.5)	(422,803)	(2.4)	(406,225)	(11.6)	202,984	3.5
Loss for the year/period	**(3,081,098)**	**(5.1)**	**(56,202,744)**	**(316.5)**	**(16,981,416)**	**(484.6)**	**(21,587,058)**	**(373.8)**
Loss attributable to:								
Equity shareholders of the Company	(3,081,098)	(5.1)	(56,641,613)	(318.9)	(16,981,416)	(484.6)	(21,750,426)	(376.6)
Non-controlling interests	–	–	438,869	2.5	–	–	163,368	2.8
	(3,081,098)	(5.1)	(56,202,744)	(316.5)	(16,981,416)	(484.6)	(21,587,058)	(373.8)
Other comprehensive income/(loss) for the year/period								
Item that is or may be reclassified subsequently to profit or loss:								
Foreign currency translation differences	(522,803)	(0.9)	(1,570,455)	(8.8)	(652,963)	(18.6)	60,413	1.0
Total comprehensive income for the year/period	**(3,603,901)**	**(5.9)**	**(57,773,199)**	**(325.3)**	**(17,634,379)**	**(503.3)**	**(21,526,645)**	**(372.7)**
Total comprehensive income attributable to:								
Equity shareholders of the Company	(3,603,901)	(5.9)	(58,192,530)	(327.7)	(17,634,379)	(503.3)	(21,696,854)	(375.7)
Non-controlling interests	–	–	419,331	2.4	–	–	170,209	2.9
Total comprehensive income for the year/period	**(3,603,901)**	**(5.9)**	**(57,773,199)**	**(325.3)**	**(17,634,379)**	**(503.3)**	**(21,526,645)**	**(372.7)**

For more information, please refer to the section headed "Financial Information – Description of Selected Components of Statements of Profit or Loss".

Summary Data from Consolidated Statements of Financial Position

The table below sets forth a summary of selected information from our consolidated statements of financial position as of the dates indicated, which have been derived from the Accountants' Report set out in Appendix I to this Document:

	As of December 31,		As of April 30,
	2021	**2022**	**2023**
	US$	*US$*	*US$*
ASSETS			
Total non-current assets	22,161,882	57,800,863	55,575,486
Total current assets	138,439,476	62,026,527	45,935,091
Total assets	**160,601,358**	**119,827,390**	**101,510,577**
LIABILITIES			
Total current liabilities	30,694,009	32,339,923	33,879,210
Total non-current liabilities	134,793,654	149,249,430	150,919,975
Total liabilities	**165,487,663**	**181,589,353**	**184,799,185**
Net current assets	**107,745,467**	**29,686,604**	**12,055,881**
Net liabilities	**(4,886,305)**	**(61,761,963)**	**(83,288,608)**
EQUITY			
Share capital	1,333	1,333	1,333
Reserves	(4,887,638)	(63,723,473)	(85,420,327)
Equity attributable to equity shareholders of the Company	(4,886,305)	(63,722,140)	(85,418,994)
Non-controlling interests	–	1,960,177	2,130,386
Total deficit	**(4,886,305)**	**(61,761,963)**	**(83,288,608)**

The following table sets forth our current assets and current liabilities as of the dates indicated:

	As of December 31,		As of April 30,	As of May 31,
	2021	2022	2023	2023
	US$	*US$*	*US$*	*US$ (unaudited)*
Current assets				
Inventories	8,516,442	8,318,535	8,170,108	7,931,205
Trade and other receivables	25,695,566	26,474,996	20,173,497	19,367,641
Prepayment and deposits	2,075,812	3,968,580	4,244,422	3,814,939
Tax receivables	–	3,412,572	2,692,445	2,741,888
Cash and cash equivalents	102,151,656	19,851,844	10,654,619	9,354,886
Total current assets	**138,439,476**	**62,026,527**	**45,935,091**	**43,210,559**
Current liabilities				
Trade and other payables	11,754,870	14,869,560	16,601,938	19,176,845
Contract liabilities	9,598,714	7,909,536	7,645,689	7,530,743
Lease liabilities	1,742,510	3,712,920	3,750,267	3,636,204
Tax payables	7,597,915	5,847,907	5,881,316	5,802,231
Total current liabilities	**30,694,009**	**32,339,923**	**33,879,210**	**36,146,023**
Net current assets	**107,745,467**	**29,686,604**	**12,055,881**	**7,064,536**

We had net current assets of US$29.7 million as of December 31, 2022, compared to net current assets of US$107.7 million as of December 31, 2021. The significant decrease was primarily due to a decrease in cash and cash equivalents from US$102.2 million as of December 31, 2021 to US$19.9 million as of December 31, 2022, as a result of the increase in operating costs, acquisition of new business, and the investment in building new manufacturing and laboratory infrastructure.

We had net current assets of US$12.1 million as of April 30, 2023, compared to net current assets of US$29.7 million as of December 31, 2022. The change was primarily attributable to 1) a decrease in cash and cash equivalents from US$19.9 million as of December 31, 2022 to US$10.7 million as of April 30, 2023, as a result of an increase in operating costs, and 2) an increase in trade and other payables from US$14.9 million as of December 31, 2022 to US $16.6 million as of April 30, 2023, as a result of our stronger bargaining power to obtain more favorable credit periods from our suppliers.

We had net current assets of US$7.1 million as of May 31, 2023, being the latest practicable date for the purpose of liquidity disclosure in this Document, and compared to net current assets of US$12.1 million as of April 30, 2023. The change was primarily due to an increase in trade and other payables from US$16.6 million as of April 30, 2023 to US$19.2 million as of May 31, 2023 as a result of lingering impacts of favorable credit periods granted to us.

For more information, please refer to the section headed "Financial Information – Net Current Assets/Liabilities".

Summary of Consolidated Cash Flow Statements

The following table sets forth a summary of selected information from our consolidated statement of cash flows for the periods indicated, which have been derived from the Accountants' Report set out in Appendix I to this Document:

	For the year ended December 31,		For the four months ended April 30,	
	2021	**2022**	**2022**	**2023**
	US$	*US$*	*US$* *(unaudited)*	*US$*
Cash flows from operating activities before movements in working capital	22,844,006	(38,939,574)	(10,737,419)	(15,171,108)
Changes in working capital	(29,178,057)	(4,890,251)	(7,663,583)	7,844,564
Tax paid/(refund)	(2,365,876)	(4,205,016)	(1,930)	756,660
Net cash used in operating activities	(8,699,927)	(48,034,841)	(18,402,932)	(6,569,884)
Net cash used in investing activities	(7,765,691)	(30,432,059)	(9,131,898)	(1,036,296)
Net cash generated from/(used in) financing activities	83,699,508	(1,551,491)	(574,296)	(1,351,940)
Net increase/(decrease) in cash and cash equivalents	67,233,890	(80,018,391)	(28,109,126)	(8,958,120)
Effect of foreign exchange rate changes	(640,726)	(2,281,421)	(561,657)	(239,105)
Cash and cash equivalents at the beginning of the year/period	35,558,492	102,151,656	102,151,656	19,851,844
Cash and cash equivalents at the end of the year/period	**102,151,656**	**19,851,844**	**73,480,873**	**10,654,619**

During the Track Record Period, we relied on capital contributions by our shareholders as the major sources of liquidity. We also generate cash from sales of Fortitude™ Kit, GASTROClear™, LungClear™ and provision of health screening and other services. As our business develops and expands, we expect to generate more net cash from our operating activities, through increasing sales of our commercialized products and services and launching new products, as a result of the broader market acceptance of our existing products and our continued efforts in marketing and expansion, and improving cost control and operating efficiency.

With respect to cash management, our objective is to optimize liquidity to secure a stable return for Shareholders in a risk-averse manner. Specifically, we have policies in place to monitor and manage the settlement of trade receivables. When determining the credit term of a customer, we consider a number of factors, including its cash flow conditions and creditworthiness. To monitor the settlement of our trade receivables and avoid credit losses, we conduct annual review of each customer's financial performance, which is primarily based on the amount and aging of the trade receivables due from such customer in the respective period.

For more information, please refer to the section headed "Financial Information – Liquidity and Capital Resources".

WORKING CAPITAL

The Directors are of the opinion that, taking into account of the financial resources available to us described below, we have sufficient working capital to cover at least 125% of our costs, including research and development expenses, selling and distribution expenses, general and administrative expenses, finance costs and other expenses for at least the next 12 months from the date of this Document:

- our future operating cash flows in respective periods;
- cash and cash equivalents;
- available equity financing and bank facilities; and
- the estimated net [**REDACTED**] from the [**REDACTED**].

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, which includes research and development expenses, and (ii) capital expenditures. We had cash and cash equivalents of US$9.4 million as of May 31, 2023. We also received the proceeds from our Series D Financing of US$50 million in July 2023. We estimate that we will receive net [**REDACTED**] of approximately HK$[**REDACTED**] after deducting the [**REDACTED**] fees and expenses payable by us in the [**REDACTED**], assuming no [**REDACTED**] is exercised and assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**], being the lower-end-point of the indicative [**REDACTED**] of HK$[**REDACTED**] to HK$[**REDACTED**] per [**REDACTED**] in this Document. Assuming an average cash burn rate going forward of [1.2] times the level in 2022, we estimate that our cash and cash equivalents as of May 31, 2023 plus the proceeds from our Series D Financing will be able to maintain our financial viability for [8.4] months or, if we take into account [**REDACTED**]% of the estimated net [**REDACTED**] from the [**REDACTED**] (namely, the portion allocated for our working capital and other general corporate purposes), [**REDACTED**] months or, if we also take into account the estimated net [**REDACTED**] from the [**REDACTED**], [**REDACTED**] months.

KEY FINANCIAL RATIOS

The table below sets forth the key financial ratios of our Group for the periods or as of the dates indicated:

	For the year ended/ As of December 31,		For the four months ended/As of April 30,	
	2021	2022	2022	2023
	%	%	%	%
Gross profit margin[(1)]	69.6	52.5	40.7	49.3
Current ratio[(2)]	451.0	191.8	N/A	135.6

Notes:

(1) Gross profit margin equals gross profit divided by revenue for the year/period.

(2) Current ratio equals current assets divided by current liabilities as of the end of the year/period.

Our gross profit margin was 52.5% for the year ended December 31, 2022. Our gross profit margin decreased for the year ended December 31, 2022 compared to that for the year ended December 31, 2021, primarily due to lower margins of our Infectious Diseases business segment. Our gross profit margin increased from 40.7% for the four months ended April 30, 2022 to 49.3% for the four months ended April 30, 2023, primarily due to the increase in revenue generated from the Early Detection and Precision Multi-omics business segment with a higher gross profit margin, as compared to the Infectious Diseases business segment.

Our current ratio decreased from 451.0% as of December 31, 2021 to 191.8% as of December 31, 2022, primarily due to a significant decrease in cash and cash equivalents, as a result of the increase in operating costs, acquisition of new business, and the investment in building new manufacturing and laboratory infrastructure. Our current ratio further decreased to 135.6% as of April 30, 2023, primarily due to a decrease in cash and cash equivalents, as a result of an increase in operating costs, and an increase in trade and other payables as a result of our stronger bargaining power to obtain more favorable credit periods from our suppliers.

[REDACTED]

[**REDACTED**]

OUR MAJOR SHAREHOLDERS

Upon the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), our co-founders and/or their associates, namely (i) Dr. Too, who is our co-founder, non-executive Director, Chairman of the Board and the Chief Scientific Adviser, (ii) SLW Gene Limited, a company ultimately controlled by Dr. Zhou, who is our co-founder, executive Director and Chief Executive Officer, and (iii) Accurate Gene Limited, a company ultimately controlled by Dr. Zou, who is our co-founder, executive Director, Deputy CEO, and Chief Technology Officer, will hold approximately [**REDACTED**]%, [**REDACTED**]% and [**REDACTED**]% of the total issued share capital of our Company, respectively. See "Substantial Shareholders" and "History, Reorganization and Corporate Structure."

OUR [REDACTED] INVESTORS

Since the establishment of our Company, we have received multiple series of equity financing from our [**REDACTED**] Investors. The total funds raised from the [**REDACTED**] Investments were approximately US$167.2 million. Our [**REDACTED**] Investors include professional investors principally engaged in investments focusing on the healthcare industries. The Sophisticated Investors of the Company, including Rock Springs Capital, Gaorong Capital and CR-CP Life Science Fund, have made meaningful investments to our Company, the aggregate of which are expected to be more than 3% of the issued share capital of our Company at the time of [**REDACTED**]. See "History, Reorganization and Corporate Structure – [**REDACTED**] Investments."

DIVIDEND

No dividend has been proposed, paid or declared by our Company since our incorporation till the Latest Practicable Date.

We are a holding company incorporated in the Cayman Islands. We may need dividends and other distributions on equity from our Singapore and PRC subsidiaries to satisfy our liquidity requirements. Current PRC regulations permit our PRC subsidiaries to pay dividends to us only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, our PRC subsidiaries are required to set aside at least 10.0% of their respective accumulated profits each year, if any, to fund certain reserve funds until the total amount set aside reaches 50.0% of their respective registered capital. Our PRC subsidiaries may also allocate a portion of its after-tax profits based on PRC accounting standards to employee welfare and bonus funds at their discretion. These reserves are not distributable as cash dividends. Furthermore, if our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements we currently have in place in a manner that would materially and adversely affect our PRC subsidiaries' ability to pay dividends and other distributions to us. Under Singapore law, no dividend shall be payable to shareholders of any company except out of profits. Any final dividends declared must be approved by an ordinary resolution of shareholders at a general meeting. Dividends shall not be paid in excess of the amount recommended by the board. The board may, without the approval of the shareholders, also declare interim dividends. Singapore adopts the one-tier corporate taxation system (the "One-Tier System"). Under the One-Tier System, the tax collected from corporate profits is a final tax and the after-tax profits of the company resident in Singapore can be distributed to the shareholders as tax-exempt dividends. Such dividends are tax-exempt in the hands of the shareholders, regardless of whether the shareholder is a company or an individual and whether or not the shareholder is a Singapore tax resident.

We currently expect to retain all future earnings for use in the operation and expansion of our business and do not anticipate paying cash dividends in the foreseeable future. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the Cayman Companies Act. The declaration and payment of any dividends in the future may be determined by our Board as it thinks fit, and will depend on a number of factors, including our earnings, capital requirements, overall financial condition and contractual restrictions. Our shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. As advised by our Cayman counsel, under the Cayman Islands law, a Cayman Islands company may pay a dividend out of either profits or share premium account, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. In light of our accumulated losses as disclosed in this Document, it is unlikely that we will be eligible to pay a dividend out of our profits in the foreseeable future. We may, however, pay a dividend out of our share premium account unless the payment of such a dividend would result in our Company being unable to pay our debts as they fall due in the ordinary course of business. There is no assurance that dividends of any amount will be declared to be distributed in any year.

USE OF [REDACTED]

We estimate that the aggregate net [**REDACTED**] to our Company from the [**REDACTED**] (after deducting [**REDACTED**] fees and estimated expenses in connection with the [**REDACTED**] payable by us and assuming that the [**REDACTED**] is not exercised and an [**REDACTED**] of HK$[**REDACTED**] per Share, being the mid-point of the indicative [**REDACTED**] stated in this Document) will be approximately HK$[**REDACTED**].

We currently intend to use the net [**REDACTED**] from the [**REDACTED**] for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- approximately HK$[**REDACTED**], being [[**REDACTED**]%] of the net [**REDACTED**] from the [**REDACTED**], is expected to be used primarily for the research and development, regulatory filings and manufacturing and commercialization of our Core Product, GASTROClear™;

- Approximately HK$[**REDACTED**], being [**REDACTED**]% of the net [**REDACTED**] from the [**REDACTED**], to fund ongoing and planned R&D to further develop our pipeline products;

- Approximately HK$[**REDACTED**], being [**REDACTED**]% of the net [**REDACTED**] from the [**REDACTED**], to be used for strengthening and integrating our "end-to-end" capabilities to capture significant commercial potential along the value chain;

- Approximately HK$[**REDACTED**], being [**REDACTED**]% of the net [**REDACTED**] from the [**REDACTED**], to be used for our working capital and other general corporate purposes.

For details, see "Future Plans and Use of [**REDACTED**]".

RISK FACTORS

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. These risks are set out in "Risk Factors" in this Document. Some of the major risks we face include:

- The sales of Fortitude™ Kit in our Infectious Diseases business segment constituted a meaningful portion of revenues in 2021 and 2022, and our future revenues will depend on the further sales and commercialization of GASTROClear™ and other product candidates in our Early Detection and Precision Multi-omics business segment;

- Our future growth depends substantially on the success of our product candidates. If we are unable to successfully complete clinical development, obtain and maintain the necessary regulatory approval, commercialize our product candidates, or keep up with industry and technology developments, or if we experience significant delays in doing so, our business may be materially adversely affected;

- If we encounter difficulties enrolling subjects in our clinical trials, our clinical development activities could be delayed or may otherwise adversely affected;

- If we do not introduce new products in a timely manner, our products may become obsolete and our operating results and prospects may suffer;

- Uncertainties or failures of the clinical trials of our product candidates may have a material and adverse effect on our business operations;

- Ethical, legal and social concerns related to the collection and use of genetic information could reduce demand for our products and services;

- If we are not able to obtain and maintain the necessary regulatory approvals, permits, registrations or filings, or if we experience delays in obtaining such regulatory approvals, permits, registrations or filings, we may not be able to commercialize our product candidates, and our ability to generate revenue may be materially impaired;

- If our laboratory facilities fail to comply with applicable laboratory license requirements, or become contaminated, damaged, destroyed or inoperable, or we are required to vacate the facility, our ability to sell and provide our services, pursue our research and development efforts and operate our business may be jeopardized;

- Our operations and business plans may be adversely affected by natural disasters, health epidemics and pandemics, civil and social disruption and other outbreaks;

- We have incurred net losses since our inception and may incur net losses for the foreseeable future, and you may lose substantially all your [**REDACTED**] in us given the high risks involved in the medical device business;

- If we are unable to obtain and maintain patent protection in certain markets for our products and product candidates through intellectual property rights, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties may compete directly against us; and

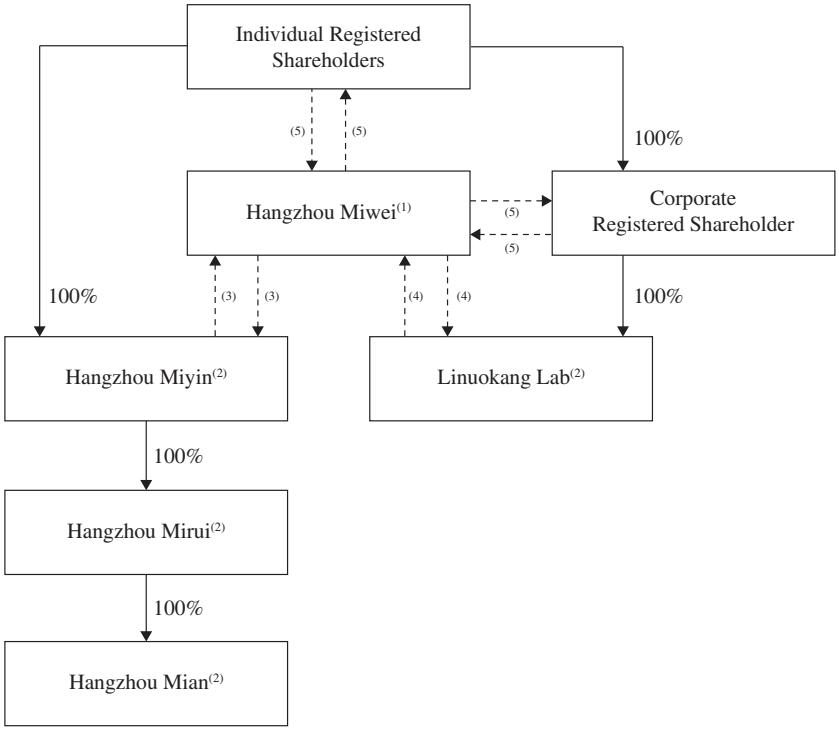
- We conduct the Relevant Businesses in the PRC through our Consolidated Affiliated Entities by way of Contractual Arrangements, and if the PRC government finds that these Contractual Arrangements do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to penalties or be forced to relinquish our interests in those operations.

CONTRACTUAL ARRANGEMENTS

We are an RNA technology company that is making diagnostic solutions for the early detection of diseases (the "**Relevant Businesses**"), which involves the development and application of gene diagnostic and therapeutic technologies, and therefore fall into the scope of the "prohibited" category of the Relevant PRC Regulations. As such, we currently do not directly or indirectly hold any equity interest in our Consolidated Affiliated Entities which are involved in the Relevant Businesses.

In order to comply with the PRC laws and regulations and maintain effective control over the Relevant Businesses, a series of Contractual Arrangements has been entered into among (i) Hangzhou Miwei, Hangzhou Miyin, Hangzhou Mirui, Hangzhou Mian and the Individual Registered Shareholders, and (ii) Hangzhou Miwei, Linuokang Lab and the Registered Shareholders, respectively, pursuant to which Hangzhou Miwei acquired effective control over the finance and operations of our Consolidated Affiliated Entities and is entitled to all the economic benefits derived from their operations. See "Contractual Arrangements."

The following simplified diagram illustrates the flow of economic benefits from our Consolidated Affiliated Entities to our Group stipulated under the Contractual Arrangements after completion of the Reorganization:



"____" denotes legal and beneficial ownership in the equity interest

"_ _ _" denotes the Contractual Arrangements

Notes:

(1) As of the Latest Practicable Date, Hangzhou Miwei is wholly owned by Huzhou Mirui, which is indirectly wholly owned by our Company.

(2) As of the Latest Practicable Date, our Consolidated Affiliated Entities include (i) Hangzhou Miyin, which is wholly owned by the Individual Registered Shareholders, namely as to 91% by Dr. Zou and 9% by Dr. Cheng; (ii) Hangzhou Mirui, which is wholly owned by Hangzhou Miyin; (iii) Hangzhou Mian, which is wholly owned by Hangzhou Mirui, and (iv) Linuokang Lab, which is wholly owned by the Corporate Registered Shareholder. The Corporate Registered Shareholder, i.e., Linuokang Gene Technology is owned by Dr. Zou and Dr. Cheng as to 91% and 9%, respectively.

(3) Hangzhou Miwei provides business support, technical services and consultation services in exchange for service fees from Hangzhou Miyin. See "Contractual Arrangements – Exclusive Business Cooperation Agreements."

(4) Hangzhou Miwei provides business support, technical services and consultation services in exchange for service fees from Linuokang Lab. See "Contractual Arrangements – Exclusive Business Cooperation Agreements."

(5) The Individual Registered Shareholders executed the Individual Exclusive Option Agreement (as defined below) in favor of Hangzhou Miwei for the acquisition of 100% equity interests in Hangzhou Miyin. The Corporate Registered Shareholder executed the Corporate Exclusive Option Agreement (as defined below) in favor of Hangzhou Miwei for the acquisition of 100% equity interests in Linuokang Lab. See "Contractual Arrangements – Exclusive Option Agreements."

The Individual Registered Shareholders pledged as first charge all of their respective equity interests in Hangzhou Miyin to Hangzhou Miwei as security for their respective performance and Hangzhou Miyin's performance under the Individual Exclusive Business Cooperation Agreement (as defined below), the Individual Exclusive Option Agreement (as defined below), the Individual Equity Pledge Agreement (as defined below) and the Individual Power of Attorney (as defined below), as applicable. The Corporate Registered Shareholder pledged as first charge all of its equity interests in Linuokang Lab to Hangzhou Miwei as security for its performance and the performance of the Individuals Registered Shareholders and Linuokang Lab under the Corporate Exclusive Business Cooperation Agreement (as defined below), the Corporate Exclusive Option Agreement (as defined below), the Corporate Equity Pledge Agreement (as defined below) and the Corporate Power of Attorney (as defined below), as applicable. See "Contractual Arrangements – Equity Pledge Agreements."

The Individual Registered Shareholders executed the Individual Power of Attorney (as defined below) in favor of Hangzhou Miwei in respect of their respective rights as the shareholders of Hangzhou Miyin. The Corporate Registered Shareholder executed the Corporate Power of Attorney (as defined below) in favor of Hangzhou Miwei in respect of its rights as the shareholder of Linuokang Lab. See "Contractual Arrangements – Powers of Attorney."

The FIL was adopted at the Second Session of the Thirteenth National People's Congress of the PRC on March 15, 2019 and came into force on January 1, 2020. The FIL replaced the Sino-Foreign Equity Joint Venture Enterprise Law (《中外合資經營企業法》), the Sino-Foreign Cooperative Joint Venture Enterprise Law (《中外合作經營企業法》) and the Wholly Foreign-Invested Enterprise Law (《外資企業法》), and became the legal foundation for foreign investment in the PRC. See "Regulatory Overview – Regulation of Foreign Investment."

Conducting operations through contractual arrangements has been adopted by many PRC-based companies, and has been adopted by our Company in the form of the Contractual Arrangements, to establish control of our Consolidated Affiliated Entities, through which we operate the Relevant Businesses in the PRC. The FIL does not explicitly stipulate the contractual arrangements as a form of foreign investment or explicitly prohibit or restrict a foreign investor to rely on contractual arrangements to control the majority of its business that is subject to foreign investment restrictions or prohibitions in the PRC. As advised by our PRC Legal Adviser, since the Contractual Arrangements are not specified as foreign investment under the FIL, if future laws, regulations and provisions prescribed by the State Council do not incorporate contractual arrangements as a form of foreign investment, our Contractual Arrangements as a whole and each of the agreements comprising the Contractual Arrangements do not contravene the FIL in any material aspect, and will not be affected and will continue to be legal, valid and binding on the parties with an exception that an arbitral body has no power to grant injunctive relief and may not directly issue a provisional or final liquidation order for the purpose of protecting the assets of or equity interests in the Consolidated Affiliated Entities in case of disputes, and that interim remedies or enforcement orders granted by overseas courts such as the courts of Hong Kong and the Cayman Islands may not be recognizable or enforceable in the PRC. See ''– Legality of the Contractual Arrangements."

If the operation of our Relevant Businesses is not on the "negative list" and we can legally operate such businesses under PRC laws, Hangzhou Miwei will exercise the option under the Exclusive Option Agreement to acquire the equity interest of our Consolidated Affiliated Entities and unwind the contractual arrangements subject to re-approval by the relevant authorities.

Furthermore, although its implementing rules do not expressly stipulate the contractual arrangements as a form of foreign investment, there are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a form of foreign investment, at which time it will be uncertain whether the Contractual Arrangements will be deemed to be in violation of the foreign investment access requirements and how the above-mentioned Contractual Arrangements will be handled. Therefore, there is no guarantee that the Contractual Arrangements and the business of the Consolidated Affiliated Entities will not be materially and adversely affected in the future due to changes in PRC laws and regulations. In the event that such measures are not complied with, the Stock Exchange may take enforcement actions against us which may have a material adverse effect on the [**REDACTED**] of our Shares. See "Risk Factors – Risks Relating to our Contractual Arrangements."

[REDACTED] EXPENSE

The total [**REDACTED**] expenses payable by our Company are estimated to be approximately HK$[**REDACTED**] assuming the [**REDACTED**] is not exercised and based on an [**REDACTED**] of HK$[**REDACTED**] (being the mid-point of our [**REDACTED**] of HK$[**REDACTED**] to HK$[**REDACTED**] per [**REDACTED**]). These [**REDACTED**] expenses mainly comprise legal and other professional fees paid and payable to the professional parties, [**REDACTED**] payable to the [**REDACTED**], and printing and other expenses for their services rendered in relation to the [**REDACTED**] and the [**REDACTED**].

For the years ended December 31, 2021 and 2022 and the four months ended April 30, 2023, the [**REDACTED**] expenses (excluding [**REDACTED**]) incurred by our Company in relation to the [**REDACTED**] and the [**REDACTED**] were [**REDACTED**], [**REDACTED**] and US$[**REDACTED**] respectively. We estimate that additional [**REDACTED**] expenses of approximately US$[**REDACTED**] (including [**REDACTED**] and other expenses, assuming the [**REDACTED**] is not exercised and based on the mid-point of our [**REDACTED**] of HK$[**REDACTED**] to HK$[**REDACTED**] per [**REDACTED**]) will be incurred by our Company, approximately US$[**REDACTED**] of which is expected to be charged to our consolidated statements of profit or loss, and approximately US$[**REDACTED**] of which is expected to be capitalized.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that up to the date of this Document, save as disclosed in this Document, there has been no material adverse change in our financial, operational or trading positions or prospects since April 30, 2023, being the end of the period reported on as set out in the Accountants' Report included in Appendix I to this Document.