

June 4, 2024

Songlin Song  
Chief Executive Officer  
Zhengye Biotechnology Holding Limited  
No.1 Lianmeng Road, Jilin Economic & Technical Development Zone  
Jilin City, Jilin Province, China

Biotechnology Holding Limited  
Registration Statement on Form F-1

Re: Zhengye  
Amendment No. 1 to  
Filed May 15, 2024  
File No. 333-276436

Dear Songlin Song:

We have reviewed your amended registration statement and have the following comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this letter, we may have additional comments.

Amendment No. 1 to Registration Statement on Form F-1

General

1. We note the changes you made to your disclosure appearing on the Cover Page, Summary and Risk Factor sections relating to legal and operational risks associated with operating in China and PRC regulations. It is unclear to us that there have been changes in the regulatory environment in the PRC since the prior amendment that was filed on January 9, 2024, warranting revised disclosure to mitigate the challenges you face and related disclosures. The Sample Letters to China-Based Companies sought specific disclosure relating to the risk that the PRC government may intervene in or influence your operations at any time, or may exert control over operations of your business, which could result in a material change in your operations and/or the value of the securities you are registering for sale. We remind you that, pursuant to federal securities rules, the term control (including the terms controlling, controlled by, and under common control with ) as defined in Securities Act Rule 405 means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether

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through the ownership of voting securities, by contract, or otherwise. We do not believe that your revised disclosure conveys the same risk. Please restore your disclosures in these areas to the disclosures as they existed in prior filings.

Please contact Franklin Wyman at 202-551-3660 or Daniel Gordon at 202-551-3486 if you have questions regarding comments on the financial statements and related matters. Please contact Doris Stacey Gama at 202-551-3188 or Jason Drory at 202-551-8342 with

any other  
questions.

Sincerely,

FirstName LastNameSonglin Song

Division of Corporation

Finance

Comapany NameZhengye Biotechnology Holding Limited

Office of Life Sciences

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cc: Ying Li, Esq.

FirstName LastName