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Application Proof of

DIZAL PHARMACEUTICAL CO., LTD.
迪哲(江蘇)醫藥股份有限公司

(the "**Company**")

(A joint stock company incorporated in the People's Republic of China with limited liability)

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DIZAL PHARMACEUTICAL CO., LTD.

迪哲(江蘇)醫藥股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

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EXPECTED TIMETABLE[(1)]

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EXPECTED TIMETABLE[(1)]

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***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 this document in its entirety before you decide to* [REDACTED] *in the* [REDACTED]. *There are risks associated with any* [REDACTED]. *Some of the risks involved in* [REDACTED] *in the* [REDACTED] *are set out in the "Risk Factors" section of this document. You should read that section carefully before you decide to* [REDACTED] *in the* [REDACTED].**

OVERVIEW

Who We Are

We are a commercial-stage biopharmaceutical company. Oncology and hematological diseases are our primary therapeutic areas. Our marketed product, ZEGFROVY® (舒沃哲®), is the world's only small molecule epidermal growth factor receptor ("**EGFR**") tyrosine kinase inhibitor ("**TKI**") approved for the treatment of lung cancer with EGFR exon 20 insertion ("**exon20ins**") mutations, making us the first company in China to discover and develop a first-in-class drug with marketing approval in the United States.

Established in 2017, Dizal was a spin-off from AstraZeneca. Prior to that, we were AstraZeneca global oncology translational science center, Innovative Medicine and Early Development Asia ("**iMED Asia**"). Our competitive strength lies in our strong scientific heritage, complete and intact scientific team with proven track record in drug discovery and development, and practical insights in marketing and commercializing innovative targeted medicines.

Building on our deep expertise in disease knowledge and supported by advanced translational science and drug design platforms, we have developed a robust product portfolio. This includes two approved drugs, namely ZEGFROVY® and golidocitinib, one registrational stage drug candidate, three post-proof-of-concept ("**post-PoC**") assets, and one early clinical stage asset. ZEGFROVY® was launched in China and approved in the United States. It was the first drug invented in China that received Breakthrough Therapy Designations from both the United States FDA and China NMPA for the treatment of lung cancer. It is currently the only small-molecule drug recommended by internationally authoritative National Comprehensive Cancer Network NSCLC Guidelines for the treatment of NSCLC with EGFR exon20ins. Furthermore, it is the only targeted drug included in the China's National Reimbursement Drug List ("**NRDL**") for the treatment of relapsed and refractory ("**r/r**") NSCLC with EGFR exon20ins, as of the Latest Practicable Date. As of the same date, golidocitinib, a next-generation, highly selective Janus kinase 1 ("**JAK1**") inhibitor, is the world's first and only JAK1 inhibitor approved for the treatment of relapsed or refractory peripheral T-cell lymphoma ("**r/r PTCL**"). Recognizing its clinical value, U.S. FDA granted golidocitinib Fast Track and Orphan Drug Designations. Golidocitinib is also included in China NRDL.

Our Origins and Team

In 2017, following a strategic reorganization, iMED Asia was spun off as an independent entity, with AstraZeneca contributing a select portfolio of preclinical assets and the Future Industry Investment Fund providing working capital. As part of this transition, Dr. Zhang Xiaolin (張小林), then the head of the iMED Asia, was appointed as the CEO of the newly established company, Dizal. The rest of the iMED Asia organization became the foundation of our company.

Our team, with working experience from leading multinational companies such as AstraZeneca, BMS, Eli Lilly, MSD, Pfizer, Roche, Sanofi, and BeOne Medicines (formerly known as BeiGene), has a strong and successful track record of designing novel molecules and executing innovative clinical trials. The team made direct contributions to some of the landmark drugs like Iressa® (gefitinib) and Tagrisso® (osimertinib). We are the inventor of the first fully blood-brain barrier ("**BBB**") penetrant lung cancer drug zorifertinib (formerly AZD3759). This discovery, which challenged conventional thinking, was recognized as a "Highly Read Article of 2015" by the American Chemistry Society Journal of Medicinal Chemistry.

OUR PRODUCT PORTFOLIO

We have developed a product portfolio comprising two approved drugs, namely ZEGFROVY® and golidocitinib, one registrational stage drug candidate, three post-PoC stage assets, and one early clinical stage asset. All our programs have clear competitive differentiation and aim to compete globally and serve all major markets. The following table summarizes the development status of our later stage portfolio and upcoming milestones.

SUMMARY

Product
Target
Indication (Line of Treatment)
Therapy
IND
Dose Escalation
PoC
Registration Trial
NDA
Approval
Regulatory Designation
Commercial Rights
Upcoming Milestones
ZEGFROVY® (DZD9008)
EGFR
EGFR exon20ins NSCLC
2L/2L+
Monotherapy
WU-KONG26: Single arm
WU-KONG31B: Single arm
PR (China)
BTD (China)
PR (US)
BTD (US)
Global
(Approved)
(Approved in the US)
3Q2026: EU MAA submission
1L
Monotherapy
WU-KONG28: vs. platinum-containing chemo
BTD (China & US)
2Q2026: Primary readout & CN NDA submission
3Q2026: US NDA & EU MAA submission
Adjuvant
Monotherapy
WU-KONG16/18: vs. placebo
2029: Primary readout
PACC NSCLC
1L
Monotherapy
WU-KONG15/35*: Single arm
2Q2026: Primary readout; Ph3 IND submission
Adjuvant
Monotherapy
WU-KONG16: vs. placebo
2030: Primary readout
WU-KONG18: vs. placebo
2Q2026: Ph3 Initiation
EGFRm NSCLC
1L/2L/2L+
Combo with DZD6008
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
Golidocitinib (DZD4205)
JAK1
PTCL
r/r
Monotherapy
JACKPOT8B: Single arm
PR
(Approved)
JACKPOT8B: Single arm
FTD & ODD (US)
4Q2026: NDA submission
JACKPOT19: vs. investigator's choice
2H2027: Primary readout
1L
Combo with CHOP
JACKPOT53/55*: Single arm
1Q2026: Primary readout; Ph3 IND submission
Non-driver mutation NSCLC
1L
Combo with IO
JACKPOT33*: Single arm
3Q2026: Primary readout; Ph3 IND submission
Primary ITP
r/r
Monotherapy
JACKPOT16: vs. placebo
1H2028: Primary readout; 2H2028: Ph3 IND submission
Birelentinib (DZD8586)
Lyn/BTK
CLL/SLL
2L/2L+
Monotherapy
TAI-SHAN6: vs. investigator's choice
FTD (US)
2H2027: Interim analysis
1L
Combo with BCL2i
TAI-SHAN10: Single arm
3Q2026: Primary readout; 4Q2026: Ph3 submission
DLBCL
r/r
Monotherapy
TAI-SHAN9: Single arm
3Q2026: Study completion
1L/2L/2L+
Combo with chemotherapy
TAI-SHAN12: Single arm
1Q2026: 2L/2L+ Primary readout; Ph3 IND submission (1L combo with R-CHOP)
Primary ITP
2L/2L+
Monotherapy
TAI-SHAN11: Single arm
1H2027: Primary readout; Ph3 IND submission
DZD6008
EGFR (4th Gen TKI)
EGFR NSCLC
1L/2L/2L+
Monotherapy
TIAN-SHAN1/2: Single arm
2Q2026: Primary readout
2L/2L+
Combo with chemotherapy
TIAN-SHAN7: Single arm
2Q2026: Primary readout
1L/2L/2L+
Combo with ZEGFROVY®
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
GW5282
EZH1/2
NHL
r/r
Monotherapy
BEI-DOU1: Single arm
2Q2026: Determining RP2D
Solid Tumors
r/r
Monotherapy
BEI-DOU2: Single arm
3Q2026: Determining RP2D
DZD1516
HER2+
HER2 + BC
2L/2L+
Combo with HER2 ADC
WEN-JI1: Single arm
2H2027: Combination study initiation
DZD2269
A2aR
Solid Tumors
–
Monotherapy and combo
PAN-GU1: Single arm
2H2027: Combination study initiation
China Clinical Trials
Global/overseas Clinical Trials
Market for commercialization
* Denotes IIT trials
IND = Investigational New Drug
NDA = New Drug Application
PR = Priority Review
BTD = Breakthrough Therapy Designation
FTD = Fast Track Designation
ODD = Orphan Drug Designation
MAA = Marketing Authorization Application

ZEGFROVY® — A Globally Competitive, Commercialized EGFR TKI

ZEGFROVY® (舒沃哲®) is an innovative, highly selective EGFR TKI independently discovered and developed by us for the treatment of NSCLC. ZEGFROVY® was designed to address key limitations of existing EGFR TKIs, which often exhibit limited activity against structurally complex EGFR alterations, particularly EGFR exon 20 insertion ("**exon20ins**") mutations and EGFR P-loop αC-helix compressing ("**PACC**") mutations. These mutations alter the conformation of the EGFR kinase domain, impairing the binding of conventional inhibitors and resulting in limited therapeutic options and suboptimal outcomes for affected patients. On top of that, these mutations are highly heterogenous. A successful drug has to be able to inhibit most, if not all, mutation subtypes to bring meaningful clinical benefits to the patient population.

To overcome these challenges, we designed ZEGFROVY® as a potent small-molecule inhibitor capable of broadly and durably inhibiting both classical driver EGFR mutations and hard-to-treat variants such as exon20ins and PACC mutations. It is designed to recognize and engage diverse, altered three-dimensional structures and steric features of mutant EGFR kinase domains, enabling sustained inhibitory activity while other TKIs cannot do. Through the combined optimization of molecular selectivity, inhibitory potency, and pharmacokinetic properties, ZEGFROVY® is being developed as a targeted therapy capable of delivering meaningful clinical benefits across a broad spectrum of EGFR-mutant NSCLC.

In its multinational registrational clinical study, WU-KONG1B, and China standalone multicenter registrational study, WU-KONG6, ZEGFROVY® demonstrated anti-tumor efficacy across multiple mutation subtypes, together with a favorable safety profile and a long half-life, supporting its potential as a best-in-class therapy. Results from WU-KONG1B were selected for oral presentation at the 2025 World Conference on Lung Cancer ("**WCLC**") and at the 2024 American Society of Clinical Oncology ("**ASCO**") meeting and published in the leading scientific *Journal of Clinical Oncology*. Results from WU-KONG6 were published in *Lancet Respiratory Medicine*.

ZEGFROVY® received marketing approvals from the NMPA in August 2023 and from the U.S. FDA in July 2025 for the treatment of adult patients with locally advanced or metastatic NSCLC harboring EGFR exon20ins mutations who have previously received platinum-containing chemotherapy. According to CIC, ZEGFROVY® is **the first** innovative, first-in-class drug discovered and developed in China with marketing approval in the United States. It is also **the first** drug that received Breakthrough Therapy Designations in both the United States and China for lung cancer. Furthermore, it was **the only** second- or later-line treatment for EGFR exon20ins NSCLC included in the NRDL, as of the Latest Practicable Date.

ZEGFROVY® has been well recognized by the global scientific and medical communities and included in major clinical practice guidelines. In China, it is a Category I recommendation in the CSCO guidelines for previously treated patients, and in the United States it is referenced in the NCCN guidelines as a treatment option following prior systemic therapy, making it **the only** small-molecule targeted therapy for EGFR exon20ins NSCLC included in an internationally recognized lung cancer treatment guideline as of the Latest Practicable Date.

We are expanding the development of ZEGFROVY® beyond second- or later-line therapy. In June 2025, we completed enrollment for WU-KONG28, a multinational registrational Phase 3 clinical trial evaluating ZEGFROVY® as a first-line treatment for EGFR exon20ins NSCLC across 16 countries and regions, including China, the United States and Europe. We expect a data readout for WU-KONG28 in the second quarter of 2026. The study will also serve as the post-approval confirmatory trial required under China and the U.S. accelerated approval framework.

In parallel, we are evaluating ZEGFROVY® as an adjuvant therapy in patients with EGFR exon20ins or PACC NSCLC in WU-KONG16, a registrational Phase 3 clinical trial in China. In addition, we are developing ZEGFROVY® as part of an all-oral, frontline combination therapy with DZD6008 for patients with classical EGFR mutations.

We generated revenue of RMB91.3 million, RMB310.8 million, RMB285.7 million, RMB422.1 million from sales of ZEGFROVY® in 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. ZEGFROVY® was promptly added to the NRDL in China with coverage effective since January 2025, reflecting the level of clinical and regulatory recognition it has received.

Golidocitinib — A Commercialized, Next-generation, Highly Selective JAK1 Inhibitor

Golidocitinib (brand name: 高瑞哲®) is a next-generation, oral, highly selective JAK1 inhibitor for the treatment of hematological diseases and for solid tumors without known driver mutations. It was approved by the NMPA in China in June 2024 for the treatment of adult patients with relapsed/refractory peripheral T cell lymphoma ("**r/r PTCL**"). In addition, golidocitinib has been granted Fast Track Designation and Orphan Drug Designation by the U.S. FDA for the treatment of r/r PTCL, supporting its continued global clinical development. As of the Latest Practicable Date, golidocitinib was the **first and only** JAK1-specific inhibitor approved for a T-cell lymphoma indication, according to CIC.

Golidocitinib is designed to selectively inhibit JAK1-mediated signaling pathways that play a central role in the pathogenesis of PTCL, while minimizing inhibition of other JAK family members that are more closely associated with off-target toxicities. It demonstrates 200- to 400-fold selectivity for JAK1 over other members of JAK family, allowing it to avoid the anemia-related adverse effects that may arise from inhibiting Janus kinase 2 ("**JAK2**") pathway.

The clinical results for golidocitinib have been presented at numerous international academic conferences, including oral presentations or poster sessions at the 2025 European Hematology Association ("**EHA**") Congress and the 2025 International Conference on Malignant Lymphoma ("**ICML**"). Research findings have also been published in internationally recognized journals such as *Lancet Oncology* and *Annals of Oncology*. In addition, golidocitinib has received clinical recognition through inclusion in the CSCO Lymphoma Treatment Guidelines with a Category I recommendation for the treatment of r/r PTCL.

In addition to r/r PTCL, we are evaluating golidocitinib's potential in combination with chemotherapy for the first-line treatment of PTCL. For solid tumors, golidocitinib has also shown promising clinical efficacy when combined with an anti-PD(L)-1 antibody in NSCLC without known driver mutations. In addition, we are developing golidocitinib for the treatment of primary immune thrombocytopenia ("**ITP**").

Beyond oral capsule, we are developing golidocitinib ointment for dermatology indications. Golidocitinib ointment is currently under GMP production and GLP toxicology study. We plan to initiate a Phase 1/2 proof-of-concept trial of golidocitinib ointment for mild-to-moderate atopical dermatitis ("**AD**") in 2027.

We generated revenue of nil, RMB49.1 million, RMB52.7 million, and RMB164.2 million from sales of golidocitinib in 2023, 2024, the nine months ended September 30, 2024, and 2025, respectively. Golidocitinib was included in the NRDL in China with coverage effective January 2025.

Birelentinib — An Innovative Lyn/BTK Dual Inhibitor

Birelentinib (DZD8586) is an innovative dual inhibitor of lymphocyte-specific protein tyrosine kinase ("**Lyn**") and Bruton's tyrosine kinase ("**BTK**"). Although currently available BTK inhibitors have delivered meaningful clinical benefit in certain B-cell non-Hodgkin lymphoma ("**B-NHL**") subtypes, the development of treatment resistance remains a major clinical challenge. Resistance is primarily driven by two mechanisms: (i) mutations at the C481 binding site of BTK (collectively referred to as C481X mutations), and (ii) reactivation of BCR signaling through alternative pathways that no longer depend on BTK. As of the Latest Practicable Date, no approved drug was able to overcome both resistance mechanisms simultaneously, according to CIC.

Birelentinib is different. It is designed to simultaneously inhibit both BTK-dependent and BTK-independent B-cell receptor ("**BCR**") signaling pathways, with the objective of overcoming key limitations associated with single-target BTK inhibitors. Through this dual-pathway mechanism, birelentinib is intended to suppress oncogenic BCR signaling and inhibit tumor growth across multiple subtypes of B-NHL. As of the Latest Practicable Date, it was the **first and only** dual Lyn/BTK inhibitor in clinical development, according to CIC.

Birelentinib received Fast Track Designation from the U.S. FDA in August 2025 for the treatment of r/r CLL/SLL. A pooled analysis from two clinical studies in heavily pretreated patients with chronic lymphocytic leukemia/small lymphocytic lymphoma ("**CLL/SLL**") was selected for oral presentation at both the 2025 American Society of Clinical Oncology ("**ASCO**") meeting and the 18th International Conference on Malignant Lymphoma ("**ICML**"). Based on these data, we initiated an international multi-center Phase 3 clinical trial of birelentinib for r/r CLL/SLL in September 2025.

Beyond CLL/SLL, we are exploring birelentinib's potential in DLBCL. So far, BTK inhibitors have only shown limited clinical efficacy in non-GCB subtype of DLBCL. We hypothesize that incomplete blockade of BCR signaling is the likely reason. By simultaneously inhibiting both BTK and Lyn signaling, birelentinib may overcome these limitations and improve treatment outcomes in r/r DLBCL. This hypothesis was supported by the results from a Phase 2 clinical study evaluating birelentinib monotherapy in r/r DLBCL, TAI-SHAN9, which was presented at the 2025 European Hematology Association ("**EHA**") Congress and the 18th ICML. Significant anti-tumor activities were observed in both GCB and non-GCB DLBCL subtypes.

We are also developing birelentinib beyond relapsed/refractory settings in combination with BCL2 inhibitor and chemotherapy for the first-line treatment of CLL/SLL and DLBCL, respectively. Moreover, we are evaluating birelentinib's potential in immunology indication in an ongoing Phase 2 clinical trial for r/r primary immune thrombocytopenia ("**ITP**") in China.

DZD6008 — A Novel, Highly Selective, BBB-penetrant, Fourth-generation EGFR TKI

DZD6008 is a fourth-generation EGFR TKI designed to address clinical challenges after treatment failure from a third generation EGFR TKI such as osimertinib (Tagrisso®). Patients with sensitizing mutations and relapsed from a third generation EGFR TKI face limited treatment options. One of the most dominant resistance mechanisms is the C797X mutations, which prevent covalent inhibitors, such as Osimertinib, binding to its target. The CNS is often the first site of relapse, consistent with pre-clinical finding of insufficient CNS exposure of the existing EGFR inhibitors. Available clinical evidence has shown that complete coverage of ALL known resistant mutations is a must for next generation EGFR inhibitors. A well-known example is T790M mutation which is responsible for about half of the treatment failure for the 1st generation EGFR TKIs. T790M is rare after a third generation EGFR TKI. But it re-emerge quickly if the subsequent TKIs without T790M activity. DZD6008 was designed to address these clinical challenges.

In preclinical models, DZD6008 exhibits potent and consistent inhibitory activity across a broad range of EGFR mutations, including classical EGFR driver mutations (L858R and exon 19 deletions), resistant double mutations (including T790M/C797S in the context of L858R or exon 19 deletion), and the challenging triple mutations (C797X plus T790M plus L858R or exon 19 deletion). DZD6008 is a high specific EGFR TKI, with more than 50-fold selectivity over wild-type EGFR, and thus provides wide safety margin, minimizing wildtype EGFR associated toxicities. With no measurable activities against a panel of ion channels, DZD6008 is expected to have low cardiotoxicity risks which has been associated with certain third-generation EGFR TKIs.

In addition, DZD6008 is designed to fully penetrate the blood-brain barrier and has demonstrated complete inhibition of tumor growth across multiple EGFR-mutant tumor cell lines and animal models. These properties have been quickly validated in early clinical studies.

In TIAN-SHAN1 and TIAN-SHAN2, the Phase 1/2 clinical studies evaluating DZD6008 monotherapy in NSCLC patients with classical mutations, early clinical data demonstrated encouraging anti-tumor activity, good tolerability, and clinically meaningful tumor shrinkage in a heavily pre-treated NSCLC population with heterogeneous EGFR-mutations, including patients with CNS metastases. In patients with C797X mutations, the ORR was 60% at 60 mg, regardless of prior lines and types of therapies, and the mPFS was >10 months as of January 2026, compared to 4-5 months for current standard of care. Moreover, DZD6008 demonstrated complete blood-brain barrier penetration, with the ratio of free drug concentration in cerebrospinal fluid ("**CSF**") and plasma slightly over 1.0 consistent with observed clinical efficacy in patients with CNS metastases.

GW5282 — A Next-generation EZH1/2 Dual Inhibitor

GW5282 is a next-generation EZH1/2 (Enhancer of Zeste Homolog 1 and 2) dual inhibitor. This molecule has a dual-target mechanism, simultaneously inhibiting EZH1 and EZH2 with equal potency, which prevents the tumor from utilizing a compensatory activation pathway to escape treatment.

EZH2 is a clinically validated target for multiple hematological and solid tumors. Our translational science research showed that inhibiting EZH2 alone could not completely block the pathway as the EZH1, the other closely related gene family member, often compensates EZH2 activity. Approved EZH1-only inhibitors suffer from another deficiency, too short human blood half-life. Consequently, a much higher dose is necessary in order to cover the target, which causes typical high dose-related bone marrow toxicities. GW5282 stands out as a next-generation therapy that addresses the key limitations of these existing EZH2-only inhibitors. GW5282 was designed to inhibit both EZH1 and EZH2 with equal potencies but spare other non-targeting genes. Available clinical data fully validated our molecular design properties, including a longer half-life, improved absorption and oral bioavailability, and much lower bone marrow toxicities. With these improvement, we are able to reduce the patient's pill burden from over 14 pills to just one or two pills daily, enhancing patient compliance. Our strategic focus for this molecule is directed toward solid tumors, including lung cancer, for which we have validated preclinical evidence.

We are developing GW5282 for the treatment of r/r NHL as well as solid tumors, including prostate cancer, lung cancer, ovarian and endometrial cancers.

For details, see "Business — Our Product Portfolio."

OUR STRENGTHS

We believe the following competitive strengths have differentiated us from our competitors: (i) deep scientific insight and disease knowledge for drug program selection and prioritization, (ii) integrated translational science platform accelerating development and reducing risks, (iii) global clinical execution capabilities evidenced by world-class trials, (iv) integrated commercialization capabilities elevating scientific leadership into market leadership, and (v) industry leading management and R&D team with global vision and extensive industry experience. For details, see "Business — Our Strengths."

OUR STRATEGIES

We intend to capitalize on our competitive strengths by pursuing the following development strategies: (i) advance the global development of our pipeline candidates and strengthen our product portfolio, (ii) strengthen our core technological competencies to continue translating basic research into practical applications, (iii) continuously enhance commercialization capabilities to realize market potential of our pipeline assets, (iv) expand global visibility and partnerships to unlock commercial potential of our approved and pipeline products, (v) strengthen in-house manufacturing and improve cost efficiency, and (vi) attract, nurture and retain top-tier talents across R&D, manufacturing and commercialization. For details, see "Business — Our Strategies."

RESEARCH AND DEVELOPMENT

We recognize that research and development are vital to our future growth and maintaining a competitive edge in the global biopharmaceutical industry. We have established an integrated R&D platform with comprehensive in-house capabilities spanning the entire innovative drug development continuum, from early discovery through late-stage development. Our capabilities encompass drug target discovery and mechanism validation, translational science research, molecular design and compound screening, preclinical studies, chemistry, CMC, as well as clinical trial design and execution.

Our research and development capabilities are exemplified by our highly skilled and experienced R&D team, which is led by distinguished scientists and clinicians, including Dr. Zhang, our CEO, who has over 25 years of experience and is considered an influential figure in China's pharmaceutical industry. We conduct research and development activities primarily through our in-house R&D team and engage CROs from time to time to support our preclinical research and clinical trials. As of September 30, 2025, our in-house R&D team consisted of 292 members, 53.4% of whom held master degrees, and 19.5% doctoral degrees in science and related fields.

In 2023, 2024 and the nine months ended September 30, 2024 and 2025, our research and development expenses amounted to RMB805.6 million, RMB723.7 million, RMB567.7 million and RMB644.2 million, respectively, accounting for 64.8%, 54.6%, 56.3% and 54.3% of our operating expenses, respectively. For details, see "Business — Research and Development."

MANUFACTURING

We have historically engaged, and will continue to engage, industry-recognized CDMOs for the majority of our commercial production and clinical manufacturing.

In line with this strategy, we have completed the construction of our international-standard manufacturing facility in Wuxi, Jiangsu, which is designed to meet GMP requirements of China and the United States and has an annual capacity of approximately 70 million tablets and 20 million capsules. The facility obtained the Drug Manufacturing License in December 2025, with process transfer and validation to follow, and commercial production targeted to begin in 2027. The Wuxi facility will enable us to form a fully integrated industrial chain covering preclinical research, clinical development and commercial-scale manufacturing, supporting growing domestic and international demand while establishing a cost-competitive and scalable production foundation for future commercialization.

For details, see "Business — Manufacturing."

COMMERCIALIZATION STRATEGIES AND SALES MODEL

We have established a proven nationwide commercialization system with a structured organizational framework and clear functional divisions, enabling efficient coordination and the smooth execution of marketing activities. Our high-caliber commercialization team has been strategically curated into integration functions, including marketing, clinical promotion, market access, medical affairs, commercial channels, and business planning and operations to effectively promote the clinical benefits of our products and enhance our sales productivity. As of September 30, 2025, our integrated commercialization team comprises 592 seasoned professionals who have extensive expertise in the sales and marketing of pharmaceutical goods. In particular, most of them have deep experience in lung cancer and hematologic oncology, further enabling the specialized academic promotion of our products.

Throughout the Track Record Period, we generated revenue through sales of our marketed products in China. Our commercial activities are predominantly conducted through our proprietary sales and marketing organization, complemented by strategic partnerships with distribution partners to strengthen our market penetration.

For details, see "Business — Commercialization Strategies and Sales Model."

CUSTOMERS

During the Track Record Period, our customers were our distributors who purchase drug products from us, allocate within designated regions or resell to end-customers. Our revenue from our five largest customers for each year/period during the Track Record Period amounted to RMB82.9 million, RMB322.3 million and RMB478.2 million, respectively, accounting for 90.8%, 89.6% and 81.7% of our total revenue, respectively. Our revenue from our largest customer for each year/period during the Track Record Period amounted to RMB35.9 million, RMB139.6 million and RMB239.5 million, respectively, accounting for 39.3%, 38.8% and 40.9% of our total revenue, respectively. For details, see "Business — Our Customers."

SUPPLIERS

During the Track Record Period, our suppliers primarily consisted of suppliers of CRO services and CDMO services. Our purchases from our five largest suppliers for each year/period during the Track Record Period amounted to RMB301.9 million, RMB249.9 million and RMB243.8 million, respectively, accounting for 60.6%, 57.0% and 57.8% of our total purchases, respectively. Our purchases from the largest supplier for each year/period during the Track Record Period amounted to RMB127.0 million, RMB70.1 million and RMB79.0 million, respectively, accounting for 25.5%, 16.0% and 18.7% of our total purchases, respectively. For details, see "Business — Our Suppliers."

INTELLECTUAL PROPERTY

Intellectual property rights are crucial to our business success. Our future success is highly dependent on our ability to obtain and maintain robust patent protection, as well as other forms of intellectual property rights, in respect of the key technologies, inventions and proprietary know-how underpinning our product pipeline and technology platform. Equally critical is our ability to maintain and enforce these intellectual property rights, preserve the confidentiality of our trade secrets, and ensure our freedom to operate without infringing on, misappropriating or otherwise violating the valid intellectual property rights of third parties.

We hold a global portfolio of patents to protect our product portfolio and technologies. As of the Latest Practicable Date, we owned 176 issued patents, including 32 in China, 19 in the U.S., and 125 in other jurisdictions. As of the same date, we had 198 patent applications, including 14 in China, 13 in the U.S., 168 in other jurisdictions and three under the Patent Cooperation Treaty ("**PCT**") filed in China.

For details, see "Business — Intellectual Property."

COMPETITION

The pharmaceutical industry is defined by fast-evolving technologies, intense competition, and a significant focus on proprietary drug development. Although our robust drug portfolios, advanced R&D expertise, integrated technology platform, and experienced management team give us a competitive advantage, we encounter competition from diverse sources, including large domestic and international pharmaceutical companies, as well as smaller emerging pharmaceutical companies, who may currently market and sell products or are pursuing the development of drug candidates for the treatment of the same indications as our products and drug candidates. For details of the competitive dynamics, see "Risk Factors — Risks Related to Our Business and Industry — We operate in a highly competitive environment, and we may not be able to compete effectively against current and future competitors, which could adversely affect our financial performance."

Our strategy focuses on advancing our approved drugs and clinical-stage assets through key development milestones and to continue exploring new targets, expanded indications and combination regimens in oncology and immunology diseases. In addition, we plan to strengthen our core technological competencies, while continuously enhancing commercialization capabilities to realize the full market potential of our pipeline. We aim to expand global partnerships to unlock the commercial value of our approved and pipeline products. In parallel, we plan to strengthen in-house manufacturing to support scalable supply and improve cost efficiency. Underpinning these efforts, we prioritize attracting, developing, and retaining top-tier talent across R&D, manufacturing, and commercialization to support long-term growth and global expansion.

SUMMARY OF KEY FINANCIAL INFORMATION

The summary of the key financial information set forth below have been derived from and should be read in conjunction with our consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report in Appendix I to this document, as well as the information set forth in the section headed "Financial Information."

Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Revenue	91,289	359,901	338,451	586,301
Cost of sales	(3,215)	(9,316)	(7,697)	(25,325)
Gross profit	**88,074**	**350,585**	**330,754**	**560,976**

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Other income	35,261	43,323	33,245	49,574
Other gains/(losses), net	20,661	13,772	10,058	16,679
Selling and distribution expenses	(210,050)	(445,331)	(322,539)	(423,740)
Research and development expenses	(805,598)	(723,687)	(567,729)	(644,236)
Administrative and other operating expenses	(228,386)	(155,558)	(117,992)	(118,563)
Finance costs	(7,574)	(22,755)	(15,441)	(23,591)
Loss before income tax	**(1,107,612)**	**(939,651)**	**(649,644)**	**(582,901)**
Income tax expense	(101)	(4)	(4)	(52)
Loss and total comprehensive income for the year/period	**(1,107,713)**	**(939,655)**	**(649,648)**	**(582,953)**

Revenue

During the Track Record Period, we generated revenue from sales of our marketed products in China, namely ZEGFROVY® and golidocitinib. We commercially launched ZEGFROVY® and golidocitinib in August 2023 and June 2024 in China, respectively. As our pipeline drug candidates are expected to launch into the market in the future upon approval, and as we successfully expand the indications of our marketed products, our sources of revenue are expected to become more diversified.

The following table sets forth a breakdown of our total revenue by product, in absolute amounts and as a percentage of our total revenue, for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
ZEGFROVY®	91,289	100.0	310,805	86.4	285,746	84.4	422,094	72.0
Golidocitinib	–	–	49,096	13.6	52,705	15.6	164,207	28.0
Total	**91,289**	**100.0**	**359,901**	**100.0**	**338,451**	**100.0**	**586,301**	**100.0**

During the Track Record Period, our revenue grew substantially due to the successful launch of our marketed products and our efficient pre-launch execution strategies. Our ZEGFROVY® and golidocitinib were included in the NRDL in late 2024, resulting in price reductions effective January 1, 2025. In line with industry practice and to foster robust distributor partnerships, we provided one-off price compensation for our distributors as of December 31, 2024. This compensation, recorded as a revenue reduction in the fourth quarter of 2024, resulting in a relative lower full-year 2024 revenue.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales, and our gross profit margin represents our gross profit as a percentage of our revenue. Our gross profit amounted to RMB88.1 million, RMB350.6 million, RMB330.8 million and RMB561.0 million in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

Our gross profit margin was 96.5%, 97.4%, 97.7% and 95.7% in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. Our relatively high gross profit margins during the Track Record Period were primarily due to our enhanced bargaining power with respect to selling prices, leveraged through our R&D expertise and innovative product portfolio. This was exemplified by ZEGFROVY®, which is China's first innovative first-in-class drug with U.S. marketing approval, and golidocitinib, the world's first and only approved JAK1 inhibitor for relapsed or refractory peripheral T-cell lymphoma. In addition, we maintain effective control over our cost of sales by implementing optimized raw material procurement strategies, including leveraging long-term supplier relationships, enhancing supply chain efficiency, and closely monitoring market trends to ensure cost stability and quality consistency.

The following table sets forth a breakdown of our gross profit and gross profit margin by product for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
ZEGFROVY®	88,074	96.5	302,512	97.3	278,914	97.6	402,890	95.5
Golidocitinib	–	–	48,073	97.9	51,840	98.4	158,086	96.3
Total	**88,074**	**96.5**	**350,585**	**97.4**	**330,754**	**97.7**	**560,976**	**95.7**

For details, please see "Financial information — Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items."

Summary of Consolidated Statements of Financial Position

The following table sets forth a summary of our consolidated statements of financial position as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Total non-current assets	586,017	719,765	828,140
Total current assets	910,362	998,973	2,127,206
Total current liabilities	448,436	785,085	861,920
Net current assets	461,926	213,888	1,265,286
Total assets less current liabilities	1,047,943	933,653	2,093,426
Total non-current liabilities	199,316	733,596	649,692
Net assets	848,627	200,057	1,443,734

Our net current assets decreased from RMB461.9 million as of December 31, 2023 to RMB213.9 million as of December 31, 2024, primarily due to an increase in our current liabilities, including (i) an increase of RMB214.9 million in interest-bearing borrowings as we obtained additional bank loans to support our continued business development, and (ii) an increase of RMB118.3 million in other payables and accruals in line with our business expansion. The decrease was partially offset by an increase in our current assets, including an increase of RMB176.0 million in cash and cash equivalents, primarily attributable to the redemption of wealth management products upon maturity.

Our net current assets significantly increased from RMB213.9 million as of December 31, 2024 to RMB1,265.3 million as of September 30, 2025, primarily due to an increase of RMB1,128.2 million in our current assets, including (i) an increase of RMB764.6 million in cash and cash equivalents as we received proceeds from the private placement of our A Shares in April 2025, (ii) an increase of RMB321.7 million in financial assets at FVPL, as we purchased more structured deposits to better utilize our cash on hand, and (iii) an increase of RMB99.6 million in trade receivables, in line with our business expansion and the increase in product sales. The increase was partially offset by an increase in our current liabilities, including an increase of RMB83.0 million in other payables and accruals, primarily attributable to (i) an increase of RMB51.9 million in payables for research and development in line with R&D progress for our drug candidates, and (ii) an increase of RMB37.4 million in payables for staff costs, primarily related to the bonuses we plan to issue to our employees in the end of 2025.

For details, please see "Financial Information — Discussion of Selected Items from Consolidated Statements of Financial Position."

Summary of Consolidated Statements of Cash Flows

The following table sets forth a summary of our cash flows information for the years/periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Net cash used in operating activities	(973,048)	(654,215)	(460,469)	(424,748)
Net cash generated from/ (used in) investing activities	614,820	(36,715)	(84,982)	(451,262)
Net cash generated from financing activities	309,784	869,343	602,329	1,640,828
Net (decrease)/increase in cash and cash equivalents	(48,444)	178,413	56,878	764,818
Cash and cash equivalents at the beginning of the year/period	121,400	73,927	73,927	249,890
Effect of foreign exchange rate changes on cash and cash equivalents	971	(2,450)	(248)	(223)
Cash and cash equivalents at the end of the year/period	**73,927**	**249,890**	**130,557**	**1,014,485**

For details, see "Financial Information — Liquidity and Capital Resources — Cash Flows."

Key Financial Ratios

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

	As of/for the year ended December 31,		As of/for the nine months ended September 30,
	2023	2024	2025
			(Unaudited)
Gross profit margin[(1)]	96.5%	97.4%	95.7%
Current ratio[(2)]	2.0	1.3	2.5
Quick ratio[(3)]	1.8	1.1	2.4

Notes:

(1) Gross profit margin is calculated based on gross profit divided by revenue and multiplied by 100%.

(2) Current ratio is calculated based on total current assets divided by total current liabilities.

(3) Quick ratio is calculated as current assets less inventories divided by current liabilities.

See "Financial Information — Key Financial Ratios."

PATH TO PROFITABILITY

We attribute the strength of our product portfolio to the integrated technology platform that we have continued to strengthen. We have developed a product portfolio comprising two approved drugs and five clinical-stage drug candidates with global competitiveness and substantial potential to serve patients beyond China. These assets are strategically designed around areas where we identify strong biological rationale, clinical need, and a feasible development pathway. Our efforts in technology build-up and drug development over the years necessitated significant investments in research and development expenses, which resulted in accumulated losses of RMB1,405.9 million as of January 1, 2023.

Starting in 2023, our R&D efforts began to pay off with our first product, ZEGFROVY®, approved by the NMPA in August 2023 and included in the NRDL in 2024 (effective since January 1, 2025). Since then, our sales for ZEGFROVY® ramped up and the subsequent approval of golidocitinib led to rapid revenue growth. Our revenue increased from RMB91.3 million in 2023 to RMB359.9 million in 2024, and further increased from RMB338.5 million in the nine months ended September 30, 2024 to RMB586.3 million for the same period in 2025. Although we continued to incur significant research and development expenses for our other pipeline products, as well as growing selling and distribution expenses as our sales activities expanded, we were able to gradually decrease our losses during the Track Record Period due to the launch and sales of our marketed products.

We believe there will continue to be a significant demand for small-molecule innovative drugs in the treatment of solid tumors and hematological diseases. In 2024, oncology drugs held the leading position in the global pharmaceutical market, with a market share of 15.8%. This dominance was mirrored in China, where oncology ranked first with a market share of 15.4%. In contrast, a structural divergence exists in the I&I segment — while I&I therapies accounted for approximately 12.3% of the global market in 2024, they represented only 4.4% of the market in China. This significant disparity underscores a profound under-penetration of I&I treatments domestically, highlighting a compelling growth opportunity for innovative therapies to bridge this gap and address increasing clinical demand.

Going forward, we expect to sustain our revenue growth and achieve profitability taking into account the following factors:(i) revenue growth from marketed products; (ii) diversify our revenue source through new drug candidates and the expansion of indications of our marketed products; (iii) continue to improve selling and distribution efficiency and output; and (iv) enhance economies of scale to control administrative and other operating expenses. For details, see "Financial Information — Liquidity and Capital Resources — Path to Profitability."

SUMMARY OF MATERIAL RISK FACTORS

Our business faces risks including those set out in the section headed "Risk Factors." As different investors may have different interpretations and criteria when determining the significance of a risk, you should read the "Risk Factors" section in its entirety before you decide to [**REDACTED**] in our Company. Some of the major risks that we face include: (i) the development process of innovative drugs is typically lengthy and costly and the outcome is uncertain. If the development and commercialization processes of new pharmaceutical products are unsuccessful or prolonged, our financial performance and business prospects could be adversely affected; (ii) we derived all of our revenue from the sales of ZEGFROVY® and golidocitinib during the Track Record Period, which may experience fluctuations that could affect our results of operations; (iii) decreases in our products' sales volume and price levels and changes in the cost structures may adversely affect our revenue and financial performance; (iv) if our products fail to be timely included in, or are removed or excluded from, national, provincial or other government-sponsored medical insurance programs, our revenue and financial performance could be adversely affected; (v) we operate in a highly competitive environment, and we may not be able to compete effectively against current and future competitors, which could adversely affect our financial performance; (vi) our marketed products and drug candidates approved in the future may fail to achieve or maintain the degree of market acceptance by physicians, medical institutions, pharmacies, patients, and others in the medical community necessary for commercial success, and the actual market size of our products and drug candidates could be smaller than expected; (vii) we may not be able to accurately predict the safety profile of our products, including when used in combination with other drugs. If our products cause, or are perceived to cause, severe side effects, our operations, results of operations and business prospects could be adversely affected; (viii) if we encounter delays or difficulties enrolling participants in our clinical trials, our clinical development progress could be delayed or otherwise adversely affected; (ix) we have incurred net losses during the Track Record Period and may not be able to achieve or subsequently maintain

profitability in the near future; and (x) we rely on third parties to conduct the manufacturing of our marketed products and drug candidates during the Track Record Period, and any disruption, quality issue or capacity constraint at such third parties could adversely affect our business, financial condition and results of operations.

DIVIDEND POLICY

We did not declare or pay dividends on our Shares during the Track Record Period. 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. The declaration and payment of any dividends in the future will be determined by our Board of Directors and subject to our Articles of Association and the PRC Company Law, and will depend on a number of factors, including the successful commercialization of our products as well as our earnings, capital requirements, overall financial condition and contractual restrictions. PRC laws and regulations permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. As a result, we may not have sufficient or any distributable profits, being the after-tax profits, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make, to make dividend distributions to our Shareholders, even if we become profitable. Any distributable profits not distributed in a given year are retained and available for distribution in subsequent years. Our dividend distribution may also be restricted if we incur debt or losses or in accordance with any restrictive covenants in bank credit facilities, convertible bond instruments or other agreements that we or our subsidiaries may enter into in the future. See "Risk Factors — Risks Relating to the [**REDACTED**] — Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance whether and when we will declare and pay dividends in the future." In the future, we may rely to some extent on dividends and other distributions on equity from our principal operating subsidiaries to fund offshore cash and financing requirements.

2022 SHARE INCENTIVE SCHEME

On December 13, 2022, we approved the restricted A shares scheme, the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules. The maximum number of Restricted Stock initially available to be granted under the 2022 Share Incentive Scheme are 14,146,409 Shares. As of the Latest Practicable Date, there are a total of 80 grantees under the 2022 Share Incentive Scheme with 3,349,822 Restricted Stocks remained unexercised and outstanding.

Assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], upon completion of the [**REDACTED**], our total issued and outstanding share capital will be diluted by approximately [**REDACTED**]% if the outstanding Restricted Stocks are fully exercised. For further details, see "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme."

[**REDACTED**]

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We are applying for the [**REDACTED**] under Rule 8.05(3) of the Listing Rules and we satisfy the market capitalization/revenue test, with reference to (i) our expected revenue for the year ended December 31, 2025, which is over HK$500 million as required by Rule 8.05(3) of the Listing Rules; and (ii) our expected market capitalization at the time of the [**REDACTED**], which based on the low end of the [**REDACTED**], exceeds HK$4 billion as required by Rule 8.05(3) of the Listing Rules.

[**REDACTED**]

We estimate that we will receive [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**], after deducting [**REDACTED**], fees and estimated expenses in connection with the [**REDACTED**] payable by us, and assuming that the [**REDACTED**] is not exercised and based on an [**REDACTED**] of HK$[**REDACTED**] per Share, being the mid-point of the indicative [**REDACTED**] range stated in this document.

We currently intend to apply these [**REDACTED**] for the following purposes: (i) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of ZEGFROVY® as adjuvant therapy for the treatment of EGFR exon20ins NSCLC and EGFR PACC NSCLC; (ii) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of golidocitinib; (iii) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of DZD6008; (iv) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of birelentinib; (v) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the development of our other clinical-stage drug candidates and preclinical pipelines; (vi) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund our sales and marketing efforts and to expand our sales and marketing team in China; and (vii) approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used for our working capital and other general corporate purposes. For further details, see "Future Plans and [**REDACTED**]."

[**REDACTED**]

Our [**REDACTED**] mainly include [**REDACTED**] commissions, professional fees paid to legal advisors, the Reporting Accountants and other professional advisors for their services rendered in relation to the [**REDACTED**] and the [**REDACTED**].

Assuming full payment of the discretionary incentive fee, the estimated total [**REDACTED**] (based on the mid-point of the [**REDACTED**] range stated in this document and assuming that the [**REDACTED**] is not exercised) for the [**REDACTED**] are approximately HK$[**REDACTED**], representing [**REDACTED**]% of the [**REDACTED**] of the [**REDACTED**]. The estimated total [**REDACTED**] consist of: (i) [**REDACTED**]-related expenses of HK$[**REDACTED**], and (ii) non-[**REDACTED**]-related expenses of HK$[**REDACTED**], comprising (a) fees and expenses of legal advisors and Reporting Accountants of HK$[**REDACTED**] and (b) other fees and expenses of HK$[**REDACTED**]. We do not believe that any of these fees or expenses are material to our Group, taken as a whole, or are unusually high.

During the Track Record Period, we did not incur any [**REDACTED**]. We expect to incur all [**REDACTED**] after the Track Record Period, of which approximately HK$[**REDACTED**] is expected to be charged to our consolidated statements of profit or loss, and approximately HK$[**REDACTED**] is attributable to the issue of H Shares and will be deducted from equity upon [**REDACTED**]. The [**REDACTED**] above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

LISTING ON THE SSE STAR MARKET

On December 10, 2021, our A Shares were listed on the SSE STAR Market with the stock code of 688192.SH. For details, see "History and Corporate Structure."

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Recent Developments

Since the end of the Track Record Period, we have continued to advance our product portfolio. We initiated (i) TAI-SHAN10, an ongoing Phase 2 clinical trial investigating birelentinib in combination with a BCL2 inhibitor as first-line treatment for CLL/SLL in China in October 2025, (ii) WU-KONG16, a registrational Phase 3 clinical trial of ZEGFROVY® as adjuvant therapy in patients with EGFR exon20ins or PACC NSCLC in China in December 2025, (iii) JACKPOT16, a multicenter clinical study to evaluate the safety and efficacy of golidocitinib in patients with primary ITP in China in the same month, (iv) BEI-DOU2, a Phase 1/2 trial of GW5282 for solid tumors in China in January 2026, and (v) TAI-SHAN11, a Phase 2 clinical trial of birelentinib for r/r primary ITP in China in the same month.

We have completed the construction of our international standard manufacturing facility in Wuxi, Jiangsu with an annual capacity of approximately 70 million tablets and 20 million capsules in October 2025. The facility obtained the Drug Manufacturing License in December 2025.

No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since September 30, 2025, which is the end date of the periods reported on in the Accountants' Report included in Appendix I to this document, and there is no event since September 30, 2025 that would materially affect the information as set out in the Accountants' Report included in Appendix I to this document.

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain technical terms are explained in "Glossary of Technical Terms."

"2022 Share Incentive Scheme"	the restricted A Shares Scheme approved by the Shareholders and adopted on December 13, 2022, the principal terms of which are set out in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document
"A Share(s)"	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
"Accountants' Report"	the accountants' report of our Company for the Track Record Period, as set out in Appendix I to this document
"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
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles of Association" or "Articles"	the articles of association of our Company adopted on January 9, 2026 which will become effective upon the [**REDACTED**] and as amended from time to time, a summary of which is set out in Appendix V to this document
"Audit Committee"	the audit committee of the Board
"Board" or "Board of Directors"	the board of Directors of our Company
"Business Day" or "business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"CAGR"	compound annual growth rate

[**REDACTED**]

"China" or "PRC"	the People's Republic of China
"CIC"	China Insights Industry Consultancy Limited (灼識企業管理諮詢(上海)有限公司), a market research and consulting company, an Independent Third Party
"CIC Report"	an independent market research report commissioned by us and prepared by CIC independently for the purpose of this document
"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
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	Dizal Pharmaceutical Co., Ltd. (迪哲(江蘇)醫藥股份有限公司), a joint stock company with limited liability established on October 27, 2017, the A Shares of which have been listed on the SSE STAR Market (stock code: 688192)
"Company Law" or "PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"Compliance Advisor"	First Shanghai Securities Limited
"CSDC"	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)

"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
"Director(s)" or "our Director(s)"	the director(s) of our Company
"Dizal Beijing"	Dizal (Beijing) Pharmaceutical Co., Ltd. (迪哲(北京)醫藥有限公司), a company established in the PRC in June 2020 with limited liability, and a subsidiary of our Company
"Dizal Shanghai"	Dizal (Shanghai) Pharmaceutical Co., Ltd. (迪哲(上海)醫藥有限公司), a company established in the PRC in December 2017 with limited liability, and a subsidiary of our Company
"Dizal Wuxi"	Dizal (Wuxi) Pharmaceutical Co., Ltd. (迪哲(無錫)醫藥有限公司), a company established in the PRC in November 2021 with limited liability, and a subsidiary of our Company
"Dr. Zhang"	Dr. Zhang Xiaolin (張小林), our founder, chairperson of the Board, executive Director and Chief Executive Officer
"EIT"	enterprise income tax
"EIT Law"	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》), as amended, supplemented or otherwise modified from time to time
"EU"	European Union
"Extreme Conditions"	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale serious affects the working public's ability to resume work or brings safely concern for a prolonged period

[REDACTED]

[**REDACTED**]

"Gewu Biotechnology"	Gewu Biotechnology (Jiangsu) Co., Ltd. (格物生物技術(江蘇)有限公司), a company established in the PRC in May 2024 with limited liability, and a subsidiary of our Company

[**REDACTED**]

"Group," "our Group," "our," "we" or "us"	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
"H Share(s)"	overseas [**REDACTED**] foreign share(s) in our ordinary share capital, with nominal value of RMB1.00 each in the share capital of our Company, [**REDACTED**]

[**REDACTED**]

[**REDACTED**]

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars," "HK dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong

[**REDACTED**]

"IFRS"	the International Financial Reporting Standards as issued by the IASB, which comprise the IFRS Accounting Standards, International Accounting Standards, Interpretations developed by the IFRS Interpretations Committee or its predecessor body, the Standing Interpretations Committee
"Independent Third Party(ies)"	person(s) or company(ies) who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, are not our connected persons

[**REDACTED**]

"Joint Sponsors"	the joint sponsors as named in "Directors and Parties Involved in the [**REDACTED**]"
"Latest Practicable Date"	January 18, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[**REDACTED**]

"Listing Guide" or "Guide for New Listing Applicants"	the Guide for New Listing Applicants as published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Listing Rules" or "Hong Kong 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
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the GEM of the Stock Exchange
"MIIT"	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"NDRC"	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
"Nomination Committee"	the nomination committee of the Board
"NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會)

[**REDACTED**]

"Overseas Listing Trial Measures"	Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) released by the CSRC on February 17, 2023 and took effect on March 31, 2023
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC GAAP"	generally accepted accounting principles in the PRC
"PRC Legal Advisors"	Zhong Lun Law Firm, the legal advisors to our Company as to the laws of the PRC

[**REDACTED**]

"R&D"	research and development
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board
"Restricted Stock(s)"	the restricted A Shares Scheme to be granted and issued as incentives to certain participants under the 2022 Share Incentive Scheme
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"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)
"SAMR"	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
"SAT"	the State Administration of Taxation of the PRC (中華人民共和國國家税務總局)
"Securities and Futures Ordinance" or "SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Securities Law" or "PRC Securities Law"	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
"SFC"	the Securities and Futures Commission of Hong Kong

"Shanghai-Hong Kong Stock Connect"	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
"Share(s)"	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Shareholder(s)"	holder(s) of our Share(s)
"SSE STAR Market"	the Shanghai Stock Exchange Science and Technology Innovation Board (上海證券交易所科創板)
"SSE STAR Market Listing Rules"	the Rules Governing the Listing of Stock on the Science and Technology Innovation Board of Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), as amended, supplemented or otherwise modified from time to time
"STA"	State Taxation Administration (中華人民共和國國家税務總局)
	[**REDACTED**]
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Strategy Committee"	the strategy committee of the Board
"subsidiarie(s)"	has the meaning ascribed to it in section 15 of the Companies Ordinance
"Subsidiaries"	the subsidiaries of our Company listed in "History and Corporate Structure — Our Subsidiaries"
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

"Track Record Period"	the years ended December 31, 2023, 2024 and the nine months ended September 30, 2025
"U.S. dollars," "US$" or "USD"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[**REDACTED**]

"United States," "USA" or "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"VAT"	value added tax

[**REDACTED**]

"%"	per cent

For the purpose of this document, references to "provinces" of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

In this document the terms "associate(s)," "close associate(s)," "connected person(s)," "core connected person(s)," "connected transaction(s)," and "substantial shareholder(s)" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains definitions of certain terms used in this document in connection with our Company and our business. The terms and their meanings may not always correspond to standard industry meaning or usage of these terms, and may not be directly comparable to similarly titled terms adopted by other companies operating in the same industries as our Company.

"A2aR"	adenosine A2a receptor, a G protein-coupled receptor that is highly expressed on certain immune cells and in the central nervous system. It signals primarily through Gs proteins to increase intracellular cyclic AMP and can mediate immunosuppressive and neuromodulatory effects when activated by adenosine or pharmacologic agonists
"AD"	atopic dermatitis, a chronic, inflammatory, immune mediated skin disease characterized by itchy, inflamed, and recurrent skin lesions
"AE"	adverse event, which may be mild, moderate, or severe, any untoward medical occurrence in a patient or subject receiving a drug or other pharmaceutical product in a clinical trial and which does not necessarily have a causal relationship with the treatment
"adjuvant therapy"	additional treatment given after primary therapy, such as surgery or definitive local treatment, with the goal of reducing the risk of disease recurrence or progression, typically using modalities such as systemic anti-cancer therapy, radiation, or other interventions
"anti-PD(L)-1antibody"	a drug, typically a monoclonal antibody, that binds to and blocks the programmed cell death protein 1 (PD-1) or its ligand PD-L1 receptor on T cells being used as an immune checkpoint therapy in various cancers
"ASCT"	autologous stem cell transplantation
"B-NHL"	B-cell non-Hodgkin lymphoma, a heterogeneous group of non-Hodgkin lymphomas that arise from B lymphocytes at various stages of differentiation and include multiple subtypes such as diffuse large B-cell lymphoma, follicular lymphoma, and mantle cell lymphoma, and others

"BBB"	blood-brain barrier, a specialized, selectively permeable barrier formed primarily by tight junctions between endothelial cells of brain capillaries, along with supporting cells such as astrocytes and pericytes, that regulates the passage of substances between the bloodstream and the central nervous system and thereby helps maintain brain homeostasis and protect neural tissue from toxins and pathogens
"BCR"	B-cell receptor
"BICR"	blinded independent central review
"BR"	refers to a chemotherapy regimen consisting of bendamustine in combination with rituximab, which is commonly used in the treatment of certain subtypes of non-Hodgkin's lymphoma and other B-cell malignancies, and is often employed as a standard-of-care regimen or comparator in clinical studies
"BTK"	Bruton's tyrosine kinase
"CDE"	Center for Drug Evaluation under the NMPA
"CDTP"	candidate drug target profile, a predefined set of biological, pharmacological, and safety attributes that potential candidate compounds are recommended to meet. Established in the early stages of drug discovery, they guide the selection and prioritization of candidate compounds and assess their suitability for further therapeutic development
"CDx"	companion diagnostic, an in vitro diagnostic device or test that provides information essential for the safe and effective use of a corresponding therapeutic product, such as by identifying patients who are most likely to benefit from the therapy, are at increased risk of serious adverse reactions, or require specific dosing or monitoring
"CDMO"	contract development and manufacturing organization

"CHOP"	cyclophosphamide, hydroxydaunorubicin (doxorubicin), Oncovin (vincristine), prednisone, a multi-agent chemotherapy regimen consisting of cyclophosphamide, doxorubicin, vincristine, and prednisone, commonly used in the treatment of non-Hodgkin lymphoma and other hematologic malignancies
"CLL/SLL"	chronic lymphocytic leukemia/small lymphocytic lymphoma, a slowly progressing, liquid form of tumor that causes an excess of white blood cells in the bone marrow, blood, liver, and spleen
"CMC"	chemistry, manufacturing and control
"CNS"	central nervous system
"cORR"	confirmed overall response rate, the proportion of patients in a clinical study who achieve a confirmed objective response, typically defined as a complete response or partial response that is subsequently confirmed at a consecutive assessment conducted after a prespecified minimum interval, in accordance with the applicable tumor response criteria
"CR"	complete response, a measure of treatment efficacy in which all detectable signs of cancer (or the targeted disease) disappear following therapy, based on predefined clinical, laboratory, and/or imaging criteria, although it does not necessarily mean the disease has been cured
"CRO"	contract research organization
"CSCO"	Chinese Society of Clinical Oncology
"CSF"	cerebrospinal fluid, the clear, colorless fluid that circulates within the ventricles of the brain and the subarachnoid space surrounding the brain and spinal cord, cushion and protect the central nervous system from mechanical injury, to remove metabolic waste products, transports nutrients and signaling molecules, and is often sampled or analyzed to assess neurologic diseases or drug penetration into the central nervous system

"DCR"	disease control rate, the proportion of patients who have achieved either a complete response, partial response, or stable disease after treatment
"DDIs"	drug-drug interactions, the pharmacologic or clinical effects that occur when one drug alters the absorption, distribution, metabolism, or excretion of another drug, or modifies its efficacy or safety profile, leading to reduced therapeutic effect or increased toxicity and other adverse outcomes
"DFS"	disease-free survival, the length of time after curative or definitive treatment during which a patient remains alive without any signs or symptoms of the disease, typically measured from a defined starting point such as randomization, surgery, or completion of therapy until the first documented recurrence of the disease or death from any cause
"DLBCL"	diffuse large B-cell lymphoma, an aggressive type of non-Hodgkin lymphoma that develops from the B-cells in the lymphatic system
"DLT"	dose-limiting toxicity
"DMPK"	drug metabolism and pharmacokinetic; It is the scientific discipline that studies how a drug is absorbed, distributed, metabolized, and excreted in the body. It also and characterizes the relationships between drug exposure, time, and pharmacologic effects to support critical decisions in drug development, including candidate selection, dose optimization, and overall therapeutic strategy
"DoR"	duration of response, the length of time that a tumor continues to respond to treatment before it grows or spreads again
"driver mutations"	Specific DNA changes in a cell that provide a significant growth or survival advantage, causing normal cells to become cancerous and drive tumor development
"EGFR"	epidermal growth factor receptor, a transmembrane receptor protein in humans

"EGFR exon20ins"	exon20 insertions, a class of genetic alterations characterized by insertion mutations occurring in exon 20 of EGFR, which can drive oncogenic signaling and are clinically relevant as molecular targets or resistance mechanisms in various cancers
"EHA"	European Hematology Association
"EZH1/2"	Enhancer of Zeste Homolog 1 and 2
"Fast Track Designation"	a designation to facilitate the development and expedite the review of drugs that are intended to treat serious or life-threatening conditions and that demonstrate the potential to address unmet medical needs through more frequent interactions with the regulatory authority and eligibility for rolling review and other expedited regulatory processes
"FDA" or "U.S. FDA"	Food and Drug Administration, a federal agency of the U.S. Department of Health and Human Services responsible for protecting public health
"GCB subtype"	germinal center B-cell-like subtype, a molecular subtype of diffuse large B-cell lymphoma characterized by gene expression or immunophenotypic features resembling normal germinal center B cells, and generally associated with distinct biology, prognosis, and potential treatment responses compared with non-GCB or activated B-cell-like subtypes
"GFA"	gross floor area
"GLP"	Good Laboratory Practice, a regulatory quality standard for non-clinical studies, including toxicology studies, that sets requirements for the planning, conduct, monitoring, recording, reporting, and archiving of study activities, data and materials to ensure their reliability, integrity, and suitability for regulatory review
"GMP"	Good Manufacturing Practice, the practices required in order to conform to the guidelines recommended by agencies that control the authorization and licensing of the manufacture of products

"IIT"	investigator-initiated trial, a clinical study for which the principal investigator or an academic or clinical institution, rather than a pharmaceutical or biotechnology company, designs the protocol, acts as the sponsor, and is primarily responsible for initiating, conducting, and managing the trial, including obtaining regulatory and ethics approvals
"Immunotherapy"	use of the immune system to treat disease
"IRC"	independent review committee
"ILD"	interstitial lung disease, a group of disorders characterized by inflammation and fibrosis of the lung interstitial and surrounding structures, leading to impaired gas exchange, progressive dyspnea, and characteristic radiographic findings, and which may occur as an underlying disease or as a drug-related adverse event in clinical studies
"ITP"	immune thrombocytopenia, an acquired autoimmune bleeding disorder characterized by immune-mediated destruction and impaired production of platelets, leading to thrombocytopenia and an increased risk of bruising and bleeding, and which may occur as an underlying disease or as a treatment-related adverse event
"IVIG"	intravenous immunoglobulin, a sterile preparation of pooled immunoglobulin G (IgG) antibodies derived from the plasma of healthy donors that is administered intravenously for replacement therapy in patients with antibody deficiencies or as an immunomodulatory treatment in various autoimmune, inflammatory, or immune-mediated conditions
"JAK1"	Janus kinase 1, a member of the Janus kinase family of non-receptor tyrosine kinases that transduces signals from various cytokine and growth factor receptors through the JAK-STAT pathway, thereby regulating immune function, hematopoiesis, and inflammation and serving as a therapeutic target for certain autoimmune diseases and cancers

"JAK-STAT"	a key intracellular signaling pathway in which activation of Janus kinases (JAKs) by cytokine or growth factor receptors leads to phosphorylation and activation of signal transducer and activator of transcription (STAT) proteins, which then dimerize and translocate to the nucleus to regulate gene expression involved in immunity, inflammation, cell growth, and survival
"KOL"	key opinion leader
"Lyn"	Tyrosine-protein kinase Lyn, a Src family non-receptor tyrosine kinase expressed primarily in hematopoietic cells that plays a key role in initiating and modulating signaling from B-cell receptors and other immune receptors, thereby regulating lymphocyte activation, tolerance, and survival and representing a potential therapeutic target in certain hematologic malignancies and immune-mediated diseases
"MIDD"	model-informed drug development; It is an approach to drug development that uses quantitative models integrating pharmacokinetic, pharmacodynamic, efficacy, and safety data, along with disease and trial simulations, to support decision-making, optimize dose and regimen, and enhance the efficiency and probability of success of development programs
"mOS"	median overall survival, the length of time from either the date of diagnosis or the start of treatment for a disease that half of the patients in a group of patients diagnosed with the disease are still alive
"mPFS"	median progression-free survival, the median time during a clinical study that patients live without disease progression or worsening
"MTD"	maximum tolerated dose, the highest dose of a drug or treatment that does not cause unacceptable side effects, established through clinical trials to determine the optimal balance between efficacy and toxicity
"NCCN"	National Comprehensive Cancer Network
"NDA"	New Drug Application

"NGS"	next-generation sequencing
"NHSA"	The National Healthcare Security Administration, the main regulatory authority for formulating and implementing medical and maternity insurance policies, administering the NRDL, and overseeing centralized procurement of medicines and consumables
"NMPA"	The National Medical Products Administration, the main regulatory authority for drugs, medical devices, and cosmetics in Chinese Mainland
"NRDL"	National Reimbursement Drug List
"NSCLC"	Non-small cell lung cancer
"Orphan Drug Designation"	a designation to a drug or biologic intended to treat a rare disease or condition affecting a small patient population, which provides incentives such as tax credits for clinical testing, waiver of certain user fees, and, upon approval, a period of marketing exclusivity for the designated indication
"ORR"	objective response rate, an efficacy endpoint in clinical studies defined as the proportion of patients who achieve a predefined objective tumor response to treatment, typically including complete response (CR) and partial response (PR), and usually expressed as a percentage of all evaluable patients
"PACC"	P-loop αC-helix compressing, a structural conformation of certain protein kinases in which the phosphate-binding loop (P-loop) is compressed toward the αC-helix, a feature that can be stabilized by specific small-molecule inhibitors and is associated with distinct binding modes and regulatory effects on kinase activity
"PARP inhibitor"	a small-molecule inhibitor of poly (ADP-ribose) polymerase enzymes, particularly PARP1 and PARP2, that blocks repair of single-strand DNA breaks and can induce cancer cell death, especially in tumors with defects in homologous recombination repair pathways such as those harboring BRCA1 or BRCA2 mutations

"PFS"	progression-free survival, the time during and after treatment in which the patient lives without disease progression
"Pola-R-CHP"	polatuzumab vedotin, rituximab, cyclophosphamide, hydroxydaunorubicin (doxorubicin), prednisone, a combination chemoimmunotherapy regimen consisting of the antibody-drug conjugate polatuzumab vedotin plus rituximab, cyclophosphamide, doxorubicin and prednisone, used as a first-line treatment option for certain patients with DLBCL
"PK/PD"	pharmacodynamic or pharmacokinetic; It refers to pharmacodynamic and pharmacokinetic studies, which together describe the scientific investigation of how a drug is absorbed, distributed, metabolized, and eliminated by the body, while also characterizing its biological effects. This combined framework provides crucial information on the drug's behavior in vivo and informs the design and optimization of its dosing regimen to achieve desired therapeutic outcomes
"PTCL"	peripheral T-cell lymphoma
"r/r"	relapsed or refractory, disease or condition which become progressive after treatment (relapsed) or does not respond to the initial treatment (refractory)
"rhTPO"	recombinant human thrombopoietin, a lab-produced protein that mimics the body's natural thrombopoietin, stimulating the bone marrow to make more platelets (thrombocytes) and is used as a treatment for low platelet counts (thrombocytopenia) from causes like chemotherapy or immune thrombocytopenia (ITP)

"R-CHOP"	a chemotherapy regimen consisting of rituximab, cyclophosphamide, doxorubicin, vincristine, prednisone, commonly used in the treatment of certain B-cell lymphomas and other hematologic malignancies
"R-GemOx"	a chemotherapy regimen consisting of rituximab, gemcitabine, and oxaliplatin, commonly used in the treatment of certain B-cell lymphomas and other hematologic malignancies, particularly in the relapsed or refractory setting
"RP2D"	recommended phase 2 dose
"RP3D"	recommended phase 3 dose
"SAE"	serious adverse event, in the context of clinical trials, any undesirable medical event that results in death, is life-threatening, requires hospitalization or causes prolongation of existing hospitalization, results in persistent or significant disability or incapacity, is a congenital anomaly or birth defect, or requires intervention to prevent permanent impairment or damage
"SMARCA2"	a gene encoding a core ATPase subunit of the SWI/SNF (BAF) chromatin-remodeling complex, also known as BRM, that uses ATP hydrolysis to modulate chromatin structure and regulate gene expression, and whose loss or dysregulation has been implicated in cancer and other diseases
"TEAE"	treatment-emergent adverse event
"TKI"	tyrosine kinase inhibitor, a type of pharmaceutical drug that inhibits tyrosine kinases
"TME"	the complex local environment surrounding a tumor, including immune cells, stromal cells, blood vessels, extracellular matrix, signaling molecules, and other non-malignant components, which interact with tumor cells to influence cancer growth, metastasis, and response to therapy

"TPO-RA"	thrombopoietin receptor agonist, a drug that binds to and activates the thrombopoietin (TPO) receptor, also known as c-Mpl, on megakaryocyte progenitors and platelets, thereby stimulating megakaryocyte proliferation and differentiation and increasing platelet production, and is commonly used in the treatment of thrombocytopenia in various clinical settings
"TRAE"	treatment-related adverse event, undesirable events not present prior to medical treatment or an already present event that worsens in intensity or frequency as a result of the treatment
"wild-type EGFR"	epidermal growth factor receptor that has the normal, non-mutated gene and protein sequence typically found in healthy cells, as distinguished from EGFR harboring activating, resistance, or other pathogenic mutations often seen in cancer

We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This document contains certain forward-looking statements and information relating to us and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words "aim," "anticipate," "believe," "could," "estimate," "expect," "going forward," "intend," "may," "might," "plan," "potential," "predict," "project," "seek," "should," "will," "would" and the negative of these words and other similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change.

These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- the market opportunities of our products;
- our business strategies and plans to achieve these strategies;
- our future business development, financial conditions and results of operations;
- industry trends and competition;
- general economic, political and business conditions in the industry and markets in which we operate or into which we intend to expand;
- our expectations regarding demand for and market acceptance of our products;
- our expectations regarding our relationships with customers, business partners, suppliers and other partners;
- changes in the macro environment, regional and global economy, as well as industry trends related to our operations;
- our ability to adequately protect our reputation and brand image, as well as our intellectual property rights;
- our ability to obtain adequate capital resources to fund future development plans;

- our ability to control costs, as well as to achieve and maintain operational efficiency;
- our ability to attract and retain qualified personnel;
- our proposed [**REDACTED**];
- rapid developments in technology and our ability to successfully keep up with technological advancement;
- relevant government policies and regulations relating to our industry, business and corporate structure;
- certain statements in this document with respect to trends in prices, operations, margins, overall market trends, and risk management;
- change of volatility in interest rates, foreign exchange rates, equity prices, volumes, operations, margins, risk management and overall market trends;
- all other risks and uncertainties described in the "Risk Factors;" and
- other statements in this document that are not historical facts.

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect or at all. Accordingly, the forward-looking statements are not a guarantee of future performance and you should not place undue reliance on any forward-looking information. Moreover, the inclusion of forward-looking statements should not be regarded as representations by us that our plans and objectives will be achieved or realized. All forward-looking statements in this document are qualified by reference to the cautionary statements in this section.

In this document, statements of or references to our intentions or those of the Directors are made as of the date of this document. Any such information may change in light of future developments.

You should carefully consider all of the information in this document and, in particular, the risks and uncertainties described below, before making an [**REDACTED**] *in our H Shares. We are affected materially by requirements and restrictions that arise under laws, regulations, judicial interpretations and government policies in nearly all aspects of our businesses in the jurisdictions where we operate.*

The risks described below are not the only risks that may affect us or our [**REDACTED**]. *Additional risks and uncertainties of which we are not aware or that we currently believe are immaterial may also adversely affect our business, results of operations, financial condition and growth prospects. If any of the possible events described below occurs, our business, results of operations, financial condition and growth prospects could be materially and adversely affected. The* [**REDACTED**] *of our H Shares could decline owing to any of these risks, and you may lose all or part of your* [**REDACTED**].

RISKS RELATED TO OUR BUSINESS AND INDUSTRY

The development process of innovative drugs is typically lengthy and costly and the outcome is uncertain. If the development and commercialization processes of new pharmaceutical products are unsuccessful or prolonged, our financial performance and business prospects could be adversely affected.

Our long-term competitiveness depends on our ability to enhance our marketed products and develop and commercialize new drug products that address unmet medical needs. To this end, we have invested significant resources in discovering potential drug candidates and optimizing our existing candidates, thereby strengthening our drug pipeline. The development process of innovative drugs, our key growth driver, is particularly time-consuming and costly. There can be no assurance that our R&D activities will deliver the expected results.

As of the Latest Practicable Date, we had two marketed products and multiple clinical-stage drug candidates in our pipeline. See "Business — Our Product Portfolio" for details. If we fail to achieve the anticipated development, regulatory and commercial milestones for one or more of our drug candidates, our business and prospects could be adversely affected. Our drug candidates, given their novelty and differentiated features, may carry inherent development risks that could result in delays in clinical development, regulatory approvals or commercialization. Such setbacks may require additional technical, human, and financial resources to resolve, potentially resulting in cost overrun, or even leading to the suspension or discontinuation of the process. We cannot predict when or if any of our drug candidates will prove effective and safe for humans or will receive regulatory approval. Before obtaining the required regulatory approval, our drug candidates must pass preclinical studies and extensive clinical trials to demonstrate their safety and efficacy in humans. In particular, clinical trials are expensive, difficult to design and implement, and can take many years to complete, and their outcomes are inherently uncertain. We cannot guarantee that we will be

able to develop drug candidates that are novel, differentiated, or potentially first-in-class or best-in-class on a global basis. Failure can occur at any time during the clinical development process, including after significant resources have been invested. The outcomes of preclinical studies and early-stage clinical trials may not be predictive of the success in later phases, and interim results of a clinical trial do not necessarily predict final results. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and even drug candidates that perform satisfactorily in clinical trials may still fail to obtain regulatory approval.

Specifically, a drug candidate that appears promising in the early phases of development may fail to reach the market for a number of reasons. For example:

- we may fail to identify patients who are likely to benefit from our drug candidates;
- regulators, institutional review boards ("**IRBs**"), or ethics committees may not authorize us or our investigators to commence or conduct a clinical trial at a prospective trial site;
- the participant enrollment may be insufficient or slower than we anticipate, or participants may drop out or fail to return for post-treatment follow-up at a higher rate than anticipated;
- we may elect to, or regulators, IRBs or ethics committees may require that we or our investigators, suspend or terminate clinical research for various reasons, including non-compliance with regulatory requirements, undesirable side effects, or a finding that participants are being exposed to unacceptable health risks;
- third-party contractors, if any, used in our clinical trials may fail to comply with regulatory requirements or meet their contractual obligations in a timely manner, or at all, or may deviate from the clinical trial protocol or drop out of the clinical trial, which may require that we add new clinical trial sites or investigators;
- the costs of clinical trials for our drug candidates may be greater than we anticipate, or changes in the applicable regulatory framework may make our R&D process more time-consuming and costly;
- the supply or quality of our drug candidates or other materials necessary to conduct clinical trials may be insufficient or inadequate;
- our drug candidates may fail to demonstrate satisfactory efficacy or safety profiles, particularly in comparison with competing products;
- clinical trials may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical trials or abandon certain product development programs; and

- we may fail to obtain, or experience delays in obtaining, approvals for intended indications from relevant regulatory bodies, such as the NMPA, the FDA and other comparable regulatory authorities, or approved indications for our drug candidates may be more limited than anticipated.

Decisions about research studies made early in the development process of a drug candidate can affect the marketing strategy once such candidate receives regulatory approval. We cannot guarantee that a proper balance of research study efficiency and quality will be achieved for each drug candidate, nor can we ensure that decisions in this area would not adversely affect our results of operations. If competitors advance similar products ahead of us, our ability to successfully commercialize our candidates could be significantly impaired. This may have a material and adverse effect on future profits generated from our drug candidates, which in turn affects our competitive position, business, financial condition and results of operations.

Furthermore, even if we successfully develop and market new products or make enhancements to our existing products, they may be quickly rendered obsolete by changing clinical preferences, evolving industry standards, or innovation from our competitors. Our innovations may not be accepted quickly by the market because of existing clinical practices, lack of awareness among the medical practitioners, or uncertainty over third-party reimbursement. We cannot be certain whether or when any of our products under development will be launched, whether we will be able to develop, license, or otherwise acquire products, or whether any products will be commercially successful. For risks relating to the commercialization of our marketed products, see "— Our marketed products and drug candidates approved in the future may fail to achieve or maintain the degree of market acceptance by physicians, medical institutions, pharmacies, patients, and others in the medical community necessary for commercial success, and the actual market size of our products and drug candidates could be smaller than expected." Failure to develop and launch successful new products or new indications for existing products may cause our products or drug candidates to become obsolete and adversely affect our financial performance and business prospects.

We derived all of our revenue from the sales of ZEGFROVY® and golidocitinib during the Track Record Period, which may experience fluctuations that could affect our results of operations.

We derived all of our revenue from sales of ZEGFROVY® and golidocitinib during the Track Record Period. If we are unable to maintain the sales volumes, pricing levels or profit margins of these products, our revenue and financial performance could be adversely affected. Our revenue from sales of ZEGFROVY® and golidocitinib amounted to RMB91.3 million, RMB359.9 million, RMB338.5 million and RMB586.3 million for the periods ended December 31, 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. We expect that sales of these products will continue to comprise a substantial portion of our total revenue in the near future. Any reduction in sales or profit margins of these products could therefore have a direct adverse impact on our business, financial condition and results of operations.

Our revenue and financial performance depend largely on our products' commercial success, and we may be particularly susceptible to factors adversely affecting the sales volume, price levels or profitability of these products. Factors that could adversely affect their sales volumes, pricing levels and cost structures include, but are not limited to:

- exclusion of our products from, or reduced coverage under, the national or other government-sponsored medical insurance programs;
- the impact of government pricing regulations on us;
- sales of substitute products by competitors;
- interruptions in the supply of raw materials, increases in the cost of raw materials;
- issues with product quality or side effects;
- intellectual property disputes;
- adverse changes in our sales and distribution network; and
- unfavorable policy, regulatory or enforcement changes.

Many of these factors are outside of our control, and decreases in sales volume, pricing levels and profit margins of our drugs may adversely affect our revenue and financial performance. If we fail to maintain the sales volume, pricing levels and profit margins of our products, our business, financial condition and results of operations may be materially and adversely affected, which could hinder our ability to invest in and develop new products, thereby affecting our long-term growth prospects.

If our products fail to be timely included in, or are removed or excluded from, national, provincial or other government-sponsored medical insurance programs, our revenue and financial performance could be adversely affected.

Insurance coverage is a critical factor in a patient's ability to afford treatments. If a pharmaceutical product is covered by medical insurance, whether provided by the government or a commercial insurer, patients may receive reimbursement for all or a portion of the cost. For instance, in the PRC, government-sponsored medical insurance programs reimburse patients for pharmaceutical products listed in the NRDL or relevant provincial medical insurance catalogs, or included in provincial insurance schemes regarding special medications for major diseases treatment. Consequently, the inclusion or exclusion of a pharmaceutical product in or from such programs, or any limitation on their coverage could significantly affect patient demand for our pharmaceutical products. Any delay in inclusion of our products in the NRDL or other government-sponsored medical insurance programs may adversely affect their market adoption and sales growth.

Our ZEGFROVY® and golidocitinib were included in the NRDL in 2024 with the coverage effective in January 2025. The selection of pharmaceutical products for listing in medical insurance catalogs is based on a variety of factors, including efficacy, safety and price. There can be no assurance that any of our products will remain in or be added to the NRDL. If we were to successfully launch commercial sales of our products but fail in our efforts to have our products included in the NRDL, our revenue from the sales of marketed products would be highly dependent on patient self-payment, which can make our products less attractive. Patients may choose other products with similar efficacy but lower price which have been included in the NRDL.

Moreover, the PRC government authorities may, from time to time, review and revise, or change the scope of reimbursement for, the products that were previously covered. Therefore, there can be no assurance that any of our products currently listed in these medical insurance catalogs will remain listed, or that changes in the scope of reimbursement will not negatively affect our products. If any of our products or their indications are removed from any medical insurance catalog, or if the scope of reimbursement is reduced, demand for our products may decrease and our revenue and financial performance could be adversely affected. Even if the government authorities were to accept our application for the inclusion of products in the catalog, our potential revenue from the sales of these products could still decline over time, as we may be required to significantly lower their prices to secure such inclusion. See "Business — Pricing — NRDL" for more details on the NRDL.

We operate in a highly competitive environment, and we may not be able to compete effectively against current and future competitors, which could adversely affect our financial performance.

We are an innovation-driven pharmaceutical company dedicated to the development and commercialization of novel drugs. For details, see "Business — Our Product Portfolio." The development and commercialization of pharmaceutical products is highly competitive. As a result, our ability to sustain and grow our business depends on the strength of our product portfolio and our growth potential. We may not be able to compete effectively against current and future competitors on the basis of efficacy, safety, price or general market acceptance.

Our competitors primarily include large domestic and international pharmaceutical companies, as well as smaller emerging pharmaceutical companies, who may currently market and sell products or are pursuing the development of drug candidates for the treatment of the same indications as our products and drug candidates. Some of these competitors have greater financial, technology and other resources than us. Furthermore, the pharmaceutical industry in which we operate is highly competitive and rapidly evolving, driven by continuous technological innovation and evolving treatment paradigms. Disruptive technologies and medical breakthroughs continue to emerge, accelerating innovation and intensifying competition. These advances could render our current drug candidates or underlying technologies obsolete or significantly less competitive. We cannot guarantee that our products and candidates, upon their commercialization, will compete effectively in this competitive market environment, and their lack of competitiveness could result in the decrease of sales and loss of market share, which could have a material adverse effect on our business, financial condition and results of operations.

Our commercial opportunities could be significantly reduced or even eliminated if our competitors develop and commercialize drugs that are safer, more effective, more convenient, or less expensive than our products or the drug candidates we may develop or commercialize. Our competitors also may obtain approval from the NMPA, the FDA or other comparable regulatory authorities for their drugs more rapidly than we are able to obtain approval for our drug candidates, which could result in our competitors establishing a strong competitive position before we are able to enter the market. They may render our drug candidates obsolete or non-competitive before we can recover expenses of developing and commercializing any of our drug candidates.

To the extent that our competitors' products are, or are perceived to be, more efficacious or cost-effective than ours, or otherwise gain wider market acceptance than any of our products and drug candidates as a result of technological developments, changes in treatment protocols and other medical advances that have occurred subsequent to the initial development of our products, the sales and market share of our products and drug candidates could be adversely affected, which could have a material adverse impact on our results of operations and prospects.

Furthermore, there may also be consolidation in the pharmaceutical industry among our competitors, or alliances among competitors that may rapidly acquire significant market share. Through collaborative arrangements with large and established companies, smaller or early-stage pharmaceutical companies may also prove to be significant competitors. If we fail to effectively compete with our competitors or adjust to structural changes in the pharmaceutical industry, our revenue and financial performance may be materially and adversely affected.

Our marketed products and drug candidates approved in the future may fail to achieve or maintain the degree of market acceptance by physicians, medical institutions, pharmacies, patients, and others in the medical community necessary for commercial success, and the actual market size of our products and drug candidates could be smaller than expected.

The commercial success of our marketed products, including ZEGFROVY® and golidocitinib, and drug candidates to be approved in the future, is highly dependent on their continued market acceptance among physicians, medical institutions, pharmacies, patients, and others in the medical community necessary for commercial success. We believe that the market acceptance of our products and drug candidates depends on many factors, including:

- the perceived advantages of our products over competing products and the availability and success of competing products;
- the safety and efficacy of our products;
- the pricing and cost effectiveness of our products;

- the effectiveness of our sales and marketing efforts;
- publicity concerning our products or competing products; and
- our ability to respond to changes in needs and preferences of healthcare practitioners and patients.

In addition, market acceptance of a product is also affected by whether it is included in the NRDL or other government-sponsored medical insurance programs. See also "— If our products fail to be timely included in, or are removed or excluded from, national, provincial or other government-sponsored medical insurance programs, our revenue and financial performance could be adversely affected." If our products fail to achieve or maintain widespread market acceptance, or if new products introduced by our competitors are more cost-effective or are received more favorably by physicians, medical institutions, pharmacies, patients, and others in the medical community, our products may be deemed less competitive or even rendered obsolete, and the demand for our products may decline and our business and financial performance may be materially and adversely affected.

Furthermore, the actual market size of our drug candidates may not be as large as we anticipate, influenced by various factors such as market acceptance, pricing, and patient availability. The number of patients in the addressable markets may turn out to be lower than expected, or new patient identification and access may become more challenging. Any of these unfavorable developments could adversely affect our business, financial condition and results of operations.

We may not be able to accurately predict the safety profile of our products, including when used in combination with other drugs. If our products cause, or are perceived to cause, severe side effects, our operations, results of operations and business prospects could be adversely affected.

We cannot guarantee that unexpected safety issues will not emerge in new patient populations or when used in new indications. For instance, the same drug could have different effects on patients with different physical conditions or on other medications, and the corresponding reactions could be unpredictable. In addition, we may not be able to accurately predict how the products we sell will interact with other drugs, including causing possible adverse side effects not directly attributable to each drug used as a monotherapy that could compromise the safety profile of these drugs when used in combination therapies.

The introduction of new products carries inherent risks of adverse safety events. Safety issues associated with our products could lead to product liability claims, increased regulatory scrutiny and additional requirements such as revised labeling, product withdrawals, or fines and penalties. Adverse safety events may also damage confidence in our products and harm our reputation, in addition to potential consequences including liabilities, loss of revenue, material write-offs of inventory, and other adverse impacts on our business, financial condition and results of operations.

Regulatory authorities are increasingly making safety information directly available to the public through periodic safety update reports, patient registries and other reporting requirements. The dissemination of adverse safety events involving our products or products similar to ours, and public rumors about such events, could negatively affect our sales through reduced demand or heightened market volatility.

We rely on our distribution network to sell and distribute our products, and if we fail to maintain, manage and expand our distribution network, our business could be adversely affected.

Our ability to maintain and grow our sales depends on our ability to manage, expand and optimize distribution channels that ensure timely delivery of our products. Consistent with industry practice, during the Track Record Period, we sold our products through distributors in China. In 2023 and 2024 and the nine months ended September 30, 2025, we engaged 25, 30 and 38 distributors across China. All of these distributors were Independent Third Parties.

We cannot assure you that our distributors will always distribute our products in an effective manner. During the Track Record Period, we complied with the two-invoice system for our pharmaceutical products sold to public hospitals and other public medical institutions in China. In line with industry practice in China, we typically enter into distribution agreements with our distributors for a prescribed term. See "Business — Commercialization Strategies and Sales Model — Our Distribution Model" for details. We may not be able to renew these agreements with our distributors on commercially acceptable terms or at all. Our distributors may elect not to renew their distribution agreements with us or otherwise terminate their business relationships with us for various reasons, including if the pricing regulations imposed by the PRC government authorities or other factors substantially limit the margins they can obtain through the resale of our products. In addition, we may not be able to establish business relationships with new distributors to support the continued growth of our business. In the event that a significant number of our distributors terminate their relationships with us, or we are otherwise unable to maintain and expand our distribution network effectively, our business, financial condition and results of operations could be materially and adversely affected. Additionally, if a significant number of our distributors cease or reduce their purchases of our products or fail to meet the terms provided in our distribution agreements, our business, financial condition and results of operations could be materially and adversely affected.

Moreover, non-compliance by any of our distributors or sub-distributors under applicable regulations may adversely affect the sales and distribution of our products. Nor can we guarantee their continuous compliance with our sales policies or prevent potential competition among them for market share of our products. Failure by these distributors to sell our products efficiently, manage inventory appropriately, or adhere to our pricing and marketing strategies could disrupt our commercial operations and sales performance, which could in turn materially and adversely affect our business, financial condition, and results of operations.

Specifically, if our distributors take one or more of the following actions, our business, results of operations, prospects and reputation may be adversely affected:

- failing to distribute our products in the manner we have agreed upon, which could impair the effectiveness of our distribution network;
- breaching the distribution agreements or our policies and measures;
- failing to maintain the requisite licenses, permits or approvals, or failure to comply with applicable regulatory requirements; and
- violating any applicable anti-corruption, anti-bribery, competition or other laws and regulations.

Any such actual or alleged violation or noncompliance by our distributors of the distribution agreements, our policies or any applicable laws and regulations could result in the erosion of our goodwill, expose us to liabilities, disrupt our distribution network and create an unfavorable public perception about the quality of our products.

If we are unable to maintain a qualified sales force or effectively promote our products, our business and results of operations could be adversely affected.

Successful sales and marketing efforts are crucial for us to maintain and increase the market penetration of our existing products, expand our coverage of hospitals and other medical institutions, and promote new products in the future. If we are unable to maintain or increase the effectiveness and efficiency of our sales and marketing activities, our revenue and business prospects could be adversely affected.

Our ability to attract, motivate and retain a sufficient number of qualified sales and marketing personnel is key to our success. Given the intense competition for experienced commercial talent in the pharmaceutical industry, any failure to maintain an effective sales force could limit our ability to achieve targeted sales volumes, expand hospital coverage, or grow market share as planned. Our sales and marketing efforts include raising awareness and knowledge of our products and drug candidates among medical professionals, hospitals, other medical institutions and pharmacies. Therefore, our sales and marketing force must possess adequate technical knowledge, up-to-date understanding of industry trends, necessary expertise in the relevant therapeutic areas and products, as well as sufficient promotion and communication skills. If we are unable to effectively train and develop our in-house sales force, our sales and marketing may be less successful than desired. See "Business — Commercialization Strategies and Sales Model" for details.

Negative results from off-label use of our existing and future products could harm our business reputation, product brand and financial condition and expose us to liability.

Products distributed or sold in the pharmaceutical market may be subject to off-label drug use. Off-label drug use is the prescription of a product for an indication, dosage or in a dosage form that is not in accordance with regulatory approved usage and labeling. Our product may be subject to off-label drug use and may be prescribed in a patient population, dosage or dosage form that has not been approved by competent authorities. This occurrence may render our products less effective or entirely ineffective and may cause adverse events. Any of these occurrences can create negative publicity and materially and adversely affect our reputation, product brand, operations and financial conditions. These occurrences may also expose us to liability, negatively affect the sales of our products, or result in a delay in our clinical trials or failure to obtain regulatory approval for our drug candidates.

RISKS RELATING TO THE DEVELOPMENT OF OUR DRUG CANDIDATES

If we encounter delays or difficulties enrolling participants in our clinical trials, our clinical development progress could be delayed or otherwise adversely affected.

We may not be able to initiate or continue clinical trials for our drug candidates if we are unable to locate and enroll a sufficient number of eligible participants in these trials in a timely manner. Inadequate enrollment or delays in enrollment could result in significant delays in our clinical trials, prolonging timelines for data readouts or regulatory submissions, and increasing overall development costs. In addition, some of our competitors may have ongoing clinical trials for drug candidates targeting the same indications as ours. As a result, participants who would otherwise meet the applicable criteria set out in our protocol may instead enroll in our competitors' trials, which may further delay our clinical trial enrollments.

Participant enrollment for our clinical trials may be affected by a variety of factors, including but not limited to the following:

- total size and nature of the relevant patient population;
- severity of the disease under investigation;
- eligibility criteria set out in the trial protocol;
- the size of the study population required for analysis of the trial's primary endpoints;
- proximity and availability of clinical trial sites for prospective participants;
- our investigators' or clinical trial sites' competencies and efforts to screen and recruit eligible participants;
- our ability to obtain and maintain participant consents;

- clinicians' and participants' perceptions of the potential advantages and side effects of the drug candidate under study compared to other available therapies;

- patient referral practices of physicians; and

- occurrence of natural disasters, health epidemics, acts of war or other public events.

The complexity and severity of the diseases under investigation may further exacerbate enrollment difficulties. These factors significantly complicate participant recruitment and retention, which could potentially hinder the overall clinical trial progress. Even if we are able to recruit a sufficient number of eligible participants for our clinical trials, any delays or difficulties encountered during the enrollment process could adversely impact our clinical development progress, resulting in increased costs, obstacles to trial completion, and disrupted timelines for planned trials, all of which would hinder our ability to advance our drug candidates.

Adverse events or undesirable side effects caused by our drug candidates could interrupt or halt clinical trials, delay or prevent regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any regulatory approval.

Adverse events ("**AEs**") and undesirable side effects caused by our drug candidates could cause us or regulatory authorities to interrupt or halt clinical trials and may result in a narrowed scope of indications or a more restrictive label of our drug candidates, a delay or denial of regulatory approval by the NMPA, the FDA or other comparable regulatory authorities, or a significant change in our clinical protocol or even our development plan. Results of clinical trials involving our drug candidates could reveal a high and unacceptable severity or prevalence of certain AEs. In such an event, such trials could be suspended or terminated by the NMPA, the FDA or other comparable regulatory authorities, who could also deny approval of our drug candidates for any or all targeted indications. AEs related to our drug candidates may also affect participant recruitment or the ability of enrolled participants to complete the trial, and could result in potential liability claims. Any of these occurrences may significantly harm our reputation, business, financial condition and prospects.

Additionally, if we, or others identify undesirable side effects caused by our marketed products or drug candidates after they receive regulatory approval, it may lead to potentially significant negative consequences which include, but are not limited to, the following:

- regulatory authorities may withdraw their approvals of or revoke the licenses for our approved drug candidates;

- we may have to suspend marketing of our approved drug candidates;

- regulatory authorities may require additional warnings on the label of, or impose other restrictions on, an approved drug candidate;

- the NMPA, the FDA or a comparable regulatory authority may require the establishment of a Risk Evaluation and Mitigation Strategy ("**REMS**"), or other similar plans, which may restrict distribution of our future marketed drugs and impose burdensome implementation requirements on us, among other risk mitigation tools;

- stricter and more frequent regulatory inspections of our products and manufacturing facilities;

- we may be required to change the way the drug candidate is administered, or conduct specific post-marketing studies;

- we could be subject to litigation proceedings and held liable for harm caused to participants or patients; and

- our reputation may suffer.

Further, combination therapy involving our drugs and third-party agents may give rise to AEs, some of which could be exacerbated compared with AEs from monotherapy. Any of these events could prevent us from achieving or maintaining market acceptance of any approved drug candidate and could significantly harm our business, financial condition, results of operations and prospects.

Interim, top-line and preliminary data from our clinical trials that we announce or publish from time to time are subject to change.

From time to time, we may publicly disclose top-line or preliminary data from our preclinical studies and clinical trials, which is based on initial analysis of available data at the time. The related findings and conclusions remain subject to changes upon a more thorough and comprehensive review. As our analyses proceed, we may make assumptions, estimations, calculations and conclusions without having had the opportunity to fully assess all relevant data. Consequently, the top-line or preliminary results we disclose may differ from future results of the same studies, or additional data and full evaluations may lead to different interpretations or modify earlier conclusions. Furthermore, top-line data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. Accordingly, such top-line data should be interpreted and viewed with caution until the final, validated results are available.

Interim data from clinical trials we may complete are subject to the risks that one or more clinical outcomes could change materially as participant enrollment progresses and additional participant data become available. Adverse discrepancies between preliminary or interim data and final data could significantly harm our business prospects. Moreover, the disclosure of interim data by us or our competitors could lead to volatility in the price of our Shares after the [**REDACTED**].

In addition, others, including regulatory agencies, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses, or may interpret or weigh the importance of data differently, which could impact the perceived value, likelihood for approval, and commercial potential of our drug candidates.

We may not be able to identify or discover new drug candidates, or to expand the therapeutic opportunities for our marketed products or drug candidates.

A substantial amount of our effort will focus on the continued clinical testing, potential regulatory approval, and commercialization of our existing drug candidates. Nevertheless, the success of our business depends in part upon our ability to identify or discover new drug candidates and explore additional therapeutic opportunities for our marketed products and drug candidates.

However, we may not succeed in discovering and developing new drug candidates. We have developed proprietary technology platform that we believe will continue to facilitate the development of new drug candidates and enrich our pipeline, see "Business — Research and Development — Integrated Platform" for details. However, research programs aimed at discovering and developing new drug candidates require substantial technical, financial, and human resources. We may direct our efforts and resources on programs or drug candidates that ultimately prove to be unsuccessful for a number of reasons, including, without limitation, the following:

- the research methodology used may not be effective in identifying potential indications and/or new drug candidates;

- potential drug candidates may, after further study, be shown to have adverse effects or other characteristics that indicate they are unlikely to deliver the desired therapeutic benefits;

- the significant resources required to identify additional therapeutic opportunities or develop suitable drug candidates may not justify the investments, thereby limiting our ability to diversify and expand our pipeline.

The data and information we utilize or otherwise rely on in our research and development process could be inaccurate or incomplete, which could harm our trial results, reputation and prospects.

We generate, process and analyze data and information from various drug development stages including preclinical studies, clinical trials and other research and development programs. Potential data errors, omissions or inaccuracies could have an adverse impact on our drug development progress, potentially affecting our business and reputation.

We also engage in the procurement of regulatory approvals necessary for the development and commercialization of our drug candidates under development, for which we submit data to governmental entities. These processes and submissions are governed by complex data processing and validation policies and regulations. We may be exposed to liability to a customer, court or governmental authority that concludes that our storage, handling, submission, delivery, or display of health information or other data is wrongful or erroneous.

In addition, we rely on certain third parties, such as CROs, to handle and process data for some of the ongoing preclinical and clinical programs for our drug candidates and control only certain aspects of their activities. If there are any inaccuracies, mistakes or incompleteness in the preclinical and clinical data of any of these third parties, our clinical development activities and drug approval processes may be negatively impacted as a result. For details, see "— Risks Relating to Dependence on Third Parties — We rely on third parties to monitor, support and/or conduct clinical trials and preclinical studies of our drug candidates. If these third parties fail to comply with the applicable regulatory requirements, procedures or contractual duties, we may not be able to obtain regulatory approval for, or commercialize, our drug candidates, and our business could be materially affected."

If we are unable to obtain or maintain approval from the NMPA and FDA and other comparable regulatory authorities for our drug candidates to be eligible for an expedited registration pathway, the time and cost we incur to obtain regulatory approvals may increase.

The NMPA, the FDA and the comparable regulatory authorities in other jurisdictions may have implemented expedited review programs for drug candidates, among others, which are innovative drug applications, or which treat a serious or life-threatening condition and provide meaningful therapeutic benefit over available therapies. The NMPA's Breakthrough Therapy Designation, for example, is intended to facilitate and expedite the development and review of an investigational drug to treat a serious disease or condition when preliminary clinical evidence indicates that the drug has demonstrated substantial improvement over current therapies. Similarly, the FDA's Breakthrough Therapy Designation aims to accelerate the development and review of drugs intended to treat a serious or life-threatening condition when early clinical evidence suggests a significant advantage over existing therapies. While the Breakthrough Therapy Designation focuses on products that show early clinical evidence of substantial improvement over available therapies, the Fast Track Designation is intended to facilitate the development and expedite the review of drugs to treat serious conditions and fill an unmet medical need. As of the Latest Practicable Date, ZEGFROVY® was the first drug that received Breakthrough Therapy Designations in both the United States and China for lung cancer, and golidocitinib received FDA Fast Track Designation for relapsed or refractory ("**r/r**") peripheral T-cell lymphoma ("**PTCL**").

There can be no assurance that the regulatory authorities will consider granting Breakthrough Therapy Designation, Fast Track Designation or other expedited review programs for our drug candidates, or that we will decide to pursue or submit any applications for accelerated approvals or any other form of expedited development, review or approvals. Similarly, there can be no assurance that, after receiving feedback from the regulatory authorities, we will continue to pursue or apply for accelerated approvals or any other form of expedited development, review or approvals, even if we initially decide to do so. Furthermore, there can be no assurance that such a submission or application will be accepted for filing, or that any expedited development, review or approvals will be granted on a timely basis, or at all. In addition, expedited registration pathways may contain certain conditions related to use restrictions for certain patient populations, warnings, precautions or contraindications, or may be subject to burdensome post-approval study or risk management requirements. Any failure to obtain accelerated approvals or any other form of expedited development, review or approvals for our drug candidates and/or any future changes to current policies and approvals with respect to the expedited registration pathways of our drug candidates could result in a longer period of time prior to the commercialization of such drug candidate, an increase in the development expenses for such drug candidate and an adverse impact on our competitive position in the market.

If we fail to achieve our expected product development milestones, it could adversely affect our business prospects.

Achieving product development milestones is critical to the success of our business, as these milestones directly influence our ability to successfully launch our products and meet our strategic goals. However, the successful implementation of our product development programs is subject to significant business, economic and competitive uncertainties and contingencies, including product development risks, the availability of funds, competition, obtaining of relevant approvals and permits, changes in regulations and government policies, and the continued growth of the pharmaceutical market. The actual timing for achieving our expected product development milestones could vary significantly from our expectations due to a number of factors, many of which are outside our control, including delays or failures in our preclinical studies or clinical trials, challenges in maintaining or establishing relationships with our business partners, uncertainties inherent in the regulatory approval process for new pharmaceutical products, and delays in manufacturing or marketing arrangements needed to commercialize our pharmaceutical products. There can be no assurance that our preclinical studies or clinical trials will be completed on schedule, or at all, or that we will make regulatory submissions or receive regulatory approvals as planned. As such, our ability to adhere to our current schedule for the launch of any of our products candidates is subject to these uncertainties. If we fail to achieve one or more of these milestones as expected, we may need to incur additional expenses, which could adversely affect our business prospects.

RISKS RELATING TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL CAPITAL

We have incurred net losses during the Track Record Period and may not be able to achieve profitability in the near future.

We have experienced significant revenue growth during the Track Record Period, and we recorded revenue of RMB91.3 million, RMB359.9 million, RMB338.5 million and RMB586.3 million in 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. However, we incurred net losses of RMB1,107.7 million, RMB939.7 million, RMB649.6 million and RMB583.0 million during the corresponding periods, primarily due to our substantial investments in research and development activities, continued expansion of our research pipeline and commercialization capabilities. For additional information about our business sustainability, see "Financial Information — Liquidity and Capital Resources — Path to Profitability." Our historical financial performance may not be indicative of our future performance. Projecting or estimating future financial performance based solely on past data carries inherent risk, as it reflects conditions that may no longer apply. The continued growth of our business depends on our ability to effectively manage and scale our operations while maintaining operational efficiency and financial stability.

Our revenue, expenses and operating results may be subject to period-to-period fluctuations driven by various factors beyond our control, such as market conditions in the pharmaceutical industry. Consequently, there can be no assurance that our future revenue will increase or that we will be able to achieve or maintain profitability in the future. Investors should not rely on our historical results as an indicator of our future financial or operating performance.

We may not achieve successful outcomes from our substantial investments in research and development and may fail to capitalize on more promising opportunities due to resource allocation decisions.

The global pharmaceutical market is constantly evolving, requiring us to continuously invest significant human and financial resources to advance our product pipeline and enhance our technology platform. For example, we incurred research and development expenses of RMB805.6 million, RMB723.7 million, RMB567.7 million, and RMB644.2 million for the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. Despite these substantial investments, we may not be able to successfully develop or commercialize new drug candidates or marketed products with expanded indications in a timely or cost-effective manner, or secure adequate intellectual property protection. Failure to achieve expected outcomes could render our prior efforts obsolete and negatively affect our competitiveness.

Given these resource constraints and development uncertainties, we prioritize research programs and drug candidates targeting selected indications within our product pipeline as part of our strategic focus and resource planning. We may in turn forgo or delay pursuing opportunities related to other drug candidates or for other indications that may later prove to have greater commercial potential or a greater likelihood of success. Such resource allocation decisions may prevent us from capitalizing on viable commercial products or profitable market opportunities, result in impairment losses on related intangible assets, or otherwise negatively affect our financial condition and results of operations. If our current pipeline priorities do not yield the anticipated outcomes, we may need to adjust our resource allocation strategy and clinical development plans.

Furthermore, if we do not accurately evaluate the commercial potential or target market for a particular drug candidate, we could potentially relinquish valuable rights to that drug candidate through collaboration or license arrangements in scenarios where retaining sole development and commercialization rights would have been more advantageous. Conversely, we may allocate internal resources to a drug candidate where entering into a collaboration or license arrangement would have been preferable and more cost-efficient. Either scenario could adversely affect our future growth and prospects.

We had incurred net operating cash outflow during the Track Record Period and there can be no assurance that we will not have net operating cash outflow in the future.

We recorded net cash used in operating activities of RMB973.0 million, RMB654.2 million, RMB460.5 million and RMB424.7 million in each year/period during the Track Record Period, respectively. See "Financial Information — Liquidity and Capital Resources — Cash Flows" for further details. We cannot guarantee that we will not experience net operating cash outflows in the future, whether as a result of our business expansion, intensified market competition, unfavorable changes in the macroeconomic environment or other factors beyond our control. If we are unable to generate sufficient operating cash inflows on a sustained basis, we may not have adequate working capital to fund our operations, which could adversely affect our business, financial condition, results of operations and prospects.

Our results of operations, financial condition and prospects may be adversely affected by fair value changes in our financial assets at fair value through profit or loss.

During the Track Record Period, we had certain financial assets at fair value through profit or loss, which mainly included investments in wealth management products. As of December 31, 2023 and 2024 and the nine months ended September 30, 2025, our financial assets at FVPL amounted to RMB674.0 million, RMB589.8 million, and RMB911.6 million, respectively. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value, with net changes in fair value recognized in profit or loss, and therefore directly affect our results of operations. In 2023 and 2024 and the nine months ended September 30, 2025, we realized gain on financial assets at FVPL of RMB22.5 million, RMB14.5 million, and RMB18.6 million, respectively.

We may continue to make such instruments as part of our cash management and treasury measures, thereby exposing us to fair value fluctuations in these FVPL financial assets. We cannot assure you that we will recognize comparable fair value gains in the future, and we may, on the contrary, recognize fair value losses, which would affect our result of operations for future periods. In addition, the valuation of financial assets at FVPL is subject to uncertainties in estimations. Such estimated changes in fair values involve the exercise of professional judgment and the application of certain bases, assumptions and unobservable inputs, which are inherently subjective and uncertain. As such, these valuations have been, and will continue to be, subject to estimation uncertainties, which may not reflect the actual fair value of these financial assets and could lead to fluctuations in periodic profits or losses.

Share-based payments may impact our financial performance and cause shareholding dilution to our existing Shareholders.

To remunerate our core employees, Directors and senior management for their services, incentivize and reward those eligible persons who have contributed to our Company's success, we have adopted share incentive schemes. For details, see "Appendix VI — Statutory and General Information — 2022 Share Incentive Scheme" In 2023 and 2024 and the nine months ended September 30, 2024 and 2025, we incurred share-based payment expenses of RMB196.6 million, RMB132.8 million, RMB99.2 million and RMB53.2 million, respectively. We consider the granting of share-based compensation to be of substantial significance to our ability to attract and retain key personnel and employees, and we may continue to grant share-based compensation awards to employees in the future. As a result, our expenses associated with share-based payments may increase, which could affect our financial condition and results of operations. We may re-evaluate the vesting schedules, lock-up period, exercise price or other key terms applicable to the grants under our currently effective employee incentive plan from time to time. Any such reassessments could result in material fluctuation in our share-based payments in the reporting periods following this [**REDACTED**]. Moreover, the issuance of additional Shares with respect to such share-based payments could also dilute the shareholding of our existing Shareholders.

If we determine our intangible assets to be impaired, our results of operations and financial condition may be adversely affected.

During the Track Record Period, our intangible assets primarily consist of intellectual property and software use rights. As of December 31, 2023 and 2024 and September 30, 2025, we had intangible assets of RMB423.5 million, RMB389.2 million, and RMB362.5 million, respectively.

The value of our intangible assets is based on a number of assumptions made by the management. See Note 14 to the Accountants' Report in Appendix I to this document for details. If any of these assumptions fail to materialize, or if the performance of our business deviates from such assumptions, we may be required to have a significant write-off of our intangible assets and record a significant impairment loss. Furthermore, subsequent to initial recognition, we assess whether these intangible assets are impaired at the end of each reporting period when events or changes in circumstance indicate that the carrying amount of these assets may exceed their recoverable amount. Should the carrying amount exceed its recoverable amount, our intangible assets could be deemed impaired. Any such impairment could have an adverse effect on our business, financial condition and results of operations.

Failure to manage our inventory effectively could adversely affect our results of operations and financial condition.

Our inventories primarily consist of raw materials, work-in-progress and finished goods. To operate our business successfully and meet our customers' demands and expectations, we must manage our inventory effectively to ensure immediate delivery when required. We have adopted a series of measures to regularly monitor our inventory to ensure timely supply and reduce the risk of overstocking. For additional information, see "Business — Quality Management — Inventory Management." We maintain our inventory levels based on our internal forecasts which are inherently uncertain due to rapid changes in product life cycles, evolving clinical demands, uncertainty of product development and launch, as well as the economic volatility in the markets where we operate. As a result, there can be no assurance that we can accurately predict these trends and events and avoid overstocking or understocking our products. Further, demand for products could change significantly between the time when the products are ordered and the time they are ready for delivery. When we begin to sell a new product, it is particularly difficult to forecast product demand accurately.

As of December 31, 2023 and 2024 and September 30, 2025, we had inventories of RMB23.5 million, RMB44.1 million and RMB38.5 million, respectively. In 2023, 2024 and the nine months ended September 30, 2025, our inventory turnover days were 1,620 days, 1,324 days, and 441 days, respectively. For additional information about our inventories, see "Financial information — Discussion of Selected Items from Consolidated Statements of Financial Position — Inventories." Excess inventory levels may increase our inventory holding costs, obsolescence risks or potential impairment loss. On the other hand, if our forecasted demand is lower than actual level, we may not be able to maintain an adequate inventory level of our products or manufacture our products in a timely manner, and may lose sales and market share to our competitors.

We benefit from certain government grants and preferential tax treatments, the discontinuation of or changes to which could adversely affect our financial condition.

We recorded government grants amounting to RMB31.6 million, RMB41.1 million, RMB31.6 million and RMB47.7 million in 2023 and 2024 and the nine months ended September 30, 2024 and 2025, respectively. These government grants primarily represent subsidies received from the local governments for expenses arising from research and development activities. We also enjoyed preferential tax treatment during the Track Record Period. See "Financial Information — Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items — Other Gains/(Losses), Net" and "— Income Tax Expense" for details.

The government grants and preferential tax treatments we receive are subject to the discretion of relevant government authorities, who may reduce or eliminate such incentives at any time, generally with prospective effect. Given this inherent uncertainty, our net income in a particular period may fluctuate relative to other periods beyond those attributable to our underlying business performance or operational factors. Consequently, the discontinuation or changes of such government grants, preferential tax treatments, and other related financial incentives currently available to us could have an adverse effect on our financial condition, results of operations, cash flows and prospects.

We may need to obtain additional financing to fund our operations and expansion, and if we fail to do so, we may be unable to complete the development and commercialization of our drug candidates.

During the Track Record Period, we funded our operations and other capital requirements primarily through cash generated from our financing activities, bank borrowings and sales of our marketed products. We expect to continue incurring significant costs and expenses to drive our R&D activities, particularly as we advance the development of our drug candidates, including conducting clinical trials of, and seek regulatory approval for, existing and future drug candidates. In addition, we expect to incur significant expenses relating to the manufacturing, marketing, sales and distribution of our products, including fulfilling post-approval obligations to monitor the efficacy and safety of these products. Consequently, we may need to secure additional funding in connection with our continuing operations.

Going forward, we expect to primarily fund our future working capital and other cash requirements with cash generated from our anticipated sales of our drug candidates upon their approval, the [**REDACTED**] from the [**REDACTED**], and bank borrowings and other financing activities. Should we fail to generate sufficient cash flow for our operations or secure adequate external funds, our liquidity and financial health could deteriorate, constraining business expansion. In addition, any alternative financing may involve higher costs, uncertain availability, or unfavorable terms. Such limitations may heighten our vulnerability to adverse economic and industry conditions, which could adversely affect our financial condition and results of operations.

Our potential engagement in acquisitions or strategic partnerships in the future may increase our capital requirements, cause dilution for our Shareholders, cause us to incur debt or assume contingent liabilities, and subject us to other risks.

From time to time, we may evaluate various acquisitions and strategic collaborations, including acquiring complementary products, intellectual property rights, technologies or businesses, as we may deem appropriate to carry out our business plan. Any potential acquisition or strategic collaboration may entail numerous risks, including, but not limited to:

- increased operating expenses and cash requirements;
- the assumption of additional indebtedness or contingent liabilities;
- dilution to our existing Shareholders from our issuance of additional equity securities;
- the diversion of our management's attention from our existing product programs and initiatives in pursuing such a strategic merger or acquisition;
- loss of key personnel, and uncertainties in our ability to maintain key business relationships;

- risks and uncertainties associated with the assimilation of operations, corporate culture intellectual property, products and personnel of the acquired company or business;

- risks and uncertainties associated with the other party to such a transaction, including the prospects of that party and its existing products or drug candidates and regulatory approvals;

- inability to generate revenue from acquired technology or products sufficient to meet our objectives in undertaking the acquisition or even to offset the associated acquisition and maintenance costs; and

- changes in accounting principles relating to recognition and measurement of our investments that may have a significant impact on our financial results.

Additionally, if we undertake acquisitions, we may issue dilutive securities, assume or incur debt obligations, incur large onetime expenses and acquire intangible assets that could result in significant future amortization expenses. Moreover, we may not be able to locate suitable acquisition opportunities, and this inability could impair our ability to grow or obtain access to technology or products that may be important to the development of our business.

RISKS RELATING TO DEPENDENCE ON THIRD PARTIES

We engage third parties to conduct the manufacturing of our marketed products and drug candidates during the Track Record Period, and any disruption, quality issue or capacity constraint at such third parties could adversely affect our business, financial condition and results of operations.

We have engaged third-party CDMOs to outsource certain manufacturing processes, including the production of active pharmaceutical ingredients. Our manufacturing facility in Wuxi, Jiangsu Province, has been completed in late 2025 and is expected to commence production in 2027. Nevertheless, we currently work with CDMOs to fulfill our production needs and may continue to do so in the future. If these parties, whom we cannot fully control, do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, or choose not to continue their relationship with us, our development efforts could be delayed, suspended or terminated, or our commercialization efforts may be delayed, impaired or terminated. Additional risks that we are exposed to include, but not limited to:

- we may be unable to identify suitable manufacturers on acceptable terms or at all;

- the CDMOs may have limited capacity or limited manufacturing slots, which may affect the timeline for the production of our marketed products and drug candidates;

- the CDMOs might be unable to timely manufacture our marketed products and drug candidates or produce the quantity and quality required to meet our commercial or clinical needs, if any;

- the CDMOs may not be able to execute our manufacturing procedures and other logistical support requirements appropriately;

- our future CDMOs may not perform as agreed, may not devote sufficient resources to our drugs, or may not remain in the contract manufacturing business for the time required to supply our clinical trials or to successfully produce, store and distribute our drugs;

- the CDMOs are subject to ongoing periodic unannounced inspections by the NMPA, and the FDA to ensure strict compliance with GMP and other government regulations in the PRC and the United States, respectively, and by other comparable regulatory authorities for corresponding regulatory requirements. We do not have control over CDMOs' compliance with these regulations and requirements;

- the CDMOs could breach or terminate their agreements with us;

- raw materials and components used in the manufacturing process, particularly those for which we have no other source or supplier, may not be available or may not be suitable or acceptable for use due to material or component defects;

- products and components from our CDMOs may be subject to additional customs and import charges, which may cause us to incur delays or additional costs as a result;

- the CDMOs and critical reagent suppliers may be subject to inclement weather, as well as natural or man-made disasters; and

- the CDMOs may have unacceptable or inconsistent product quality success rates and yields.

Each of these risks could delay or prevent the completion of our clinical trials or the approval of any of our drug candidates by the NMPA, the FDA or other comparable regulatory authorities, result in higher costs or adversely impact the commercialization of our drug candidates.

We rely on third parties to monitor, support and/or conduct clinical trials and preclinical studies of our drug candidates. If these third parties fail to comply with the applicable regulatory requirements, procedures or contractual duties, we may not be able to obtain regulatory approval for, or commercialize, our drug candidates, and our business could be materially affected.

We have worked with and plan to continue to work with third-parties, such as CROs, to assist in the execution of our preclinical studies and clinical trials. We control only certain aspects of their activities and we cannot ensure that these third-parties will adequately and timely perform all of their obligations to us. Nevertheless, we are responsible for ensuring that each of our studies is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our collaboration with the CROs does not relieve us of our regulatory responsibilities. We, our CROs for our clinical programs and our clinical investigators are required to comply with GCP, which are regulations and guidelines enforced by the NMPA, the FDA and other comparable regulatory authorities for all of our drug candidates in clinical development. If we or any of our CROs or clinical investigators fail to comply with applicable GCP, the clinical data generated in our clinical trials may be deemed unreliable and the NMPA, the FDA or comparable regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. Our failure to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process.

If any of our relationships with these CROs terminate, we may not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. In addition, our CROs are not our employees, and except for remedies available to us under our agreements with such CROs, we cannot control whether or not they devote sufficient time and resources to our ongoing pre-clinical studies, and clinical and non-clinical programs. If CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they or our clinical investigators obtain is compromised due to failure to adhere to our clinical protocols, regulatory requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to obtain regulatory approval for or successfully commercialize our drug candidates. As a result, our results of operations and the commercial prospects for our drug candidates would be harmed, our costs could increase and our ability to generate revenues could be delayed.

Switching or adding additional CROs involves additional cost and delays, which can materially influence our ability to meet our desired clinical development timelines. There can be no assurance that we will not encounter similar challenges or delays in the future or that these delays or challenges will not have an adverse effect on our business, financial condition and prospects.

If we cannot maintain or develop our relationships with principal investigators, physicians and other industry experts, our results of operations and prospects could be adversely affected.

Our professional relationships with principal investigators, physicians and other industry experts play an important role in our research and development and marketing activities. We cannot assure you that we will be able to maintain or strengthen our clinical collaborations and relationships with principal investigators, physicians and other industry experts, or that our efforts to maintain or strengthen such relationships will lead to the successful development and marketing of new products.

These industry participants may leave their roles, change their business or practice focus, or choose to no longer cooperate with us and cooperate with our competitors instead. Should they continue to cooperate with us, their market insights and perceptions, which we factor into our research and development process, may be inaccurate and lead us to develop products with limited market potential. Even if their insights and perceptions are correct, we may fail to develop commercially viable products. If we are unable to develop and maintain our relationships with industry participants as anticipated, our business, financial condition and results of operations may be adversely affected.

The potential loss of major customers or any of our large contracts could materially affect our business, financial condition and results of operations.

In 2023, 2024 and the nine months ended September 30, 2025, revenue generated from our five largest customers accounted for 90.8%, 89.6% and 81.7% of our revenue in each year/period, respectively, and revenue generated from our largest customer accounted for 39.3%, 38.8% and 40.9% of our revenue in each year/period, respectively. For more information about our top five customers, see "Business — Our Customers."

We cannot assure you that we will be able to maintain or strengthen our relationships with our major customers, or that our major customers will continue to transact with us. If there is any significant reduction in spending on our products by our major customers due to industry consolidation, deterioration of their financial conditions, budget cuts, pending regulatory approvals or other reasons, and we are unable to obtain suitable contracts or purchase orders of a comparable size and terms in substitution, our business, financial condition and results of operations may be materially affected. In addition, any deterioration on our key customers' ability to settle their trade receivables in a timely manner will have a material effect on our results of operations.

Delivery delays and poor handling by third-party logistics service providers may adversely affect our business, financial condition and results of operations.

Delivery delays by third-party logistics service providers may occur for various reasons beyond our control, including poor handling by our logistics service providers, labor disputes or strikes, natural disasters, and health epidemics, and could lead to delayed or lost deliveries. Any major interruptions to or failures in these third parties' services could prevent the timely or successful delivery of our products, which may have an impact on our business. We cannot guarantee that our insurance coverage is sufficient to compensate for actual losses suffered or incurred. If products are not delivered on time or are delivered in a damaged state, our customers may refuse to accept products and claim refund from us, and may have less confidence in our services. Poor handling of our products could also result in product contamination or damage, which may in turn lead to product recalls, product returns or exchanges, product liability, increased costs and reputation damage, thereby adversely affect our business, financial condition and results of operations.

RISKS RELATING TO INTELLECTUAL PROPERTY RIGHTS

If we are unable to obtain and maintain patent and other intellectual property protection for our products and drug candidates, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties could develop and commercialize products and technologies similar or identical to ours and compete directly against us, and our ability to successfully commercialize our drug candidates may be adversely affected.

Our commercial success depends, to a certain extent, on our ability to protect our proprietary technology, products and drug candidates from competition by obtaining, maintaining, defending and enforcing our intellectual property rights, including patent rights. We seek to protect the technology, products and drug candidates that we consider commercially important primarily by filing patent applications in China and other countries or regions, relying on trade secrets or pharmaceutical regulatory protection or employing a combination of these methods. For additional information about our patent portfolio, see "Business — Intellectual Property." The process of patent prosecution and maintenance is expensive and time-consuming, and we or our business partners may not be able to file and prosecute all necessary or desirable patent applications and secure other intellectual property protection in all jurisdictions in a timely manner. It is also possible that we or our business partners will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. Moreover, we or our business partners may fail to timely identify third-party infringement of our intellectual property rights and take necessary actions to defend and enforce our rights, or at all.

The patent position of pharmaceutical companies generally involves complex legal and factual questions. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Our current and future patent applications may not be granted with claim scope that effectively prevents third parties from commercializing competitive technologies and drug candidates. The patent examination process may require us or our business partners to narrow the scope of our or our business partners' current and future patent applications, which may then limit the scope of patent protection that could be obtained. Besides, there can be no assurance that all of the potentially relevant prior art relating to our patents and patent applications has been found. If such prior art exists, it can invalidate a patent or prevent a patent application from being issued as a patent. Moreover, if there are material defects in the form or preparation of our patents or patent applications, such patents or applications may be invalid and unenforceable.

In addition, the issuance of a patent is not conclusive as to its scope, validity or enforceability. Even if patents are issued on these applications, no guarantee can be given that a third party will not challenge their scope, validity or enforceability in the courts or patent offices in any jurisdictions, nor that these patents will include sufficient claim scope to prevent a third party from competing successfully with our drug candidates. We or our business partners may become involved in interference, *inter partes* review, post-grant review, *ex parte* reexamination, derivation, opposition or similar other proceedings challenging our patent rights or the patent rights of others. An adverse determination in any such proceeding could reduce the scope of, limit the duration of, or invalidate our patent rights, allow third parties to commercialize our technology and products and compete directly with us, or result in our inability to manufacture or commercialize products without infringing third-party patent rights. Thus, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing technology and products similar or identical to ours. Our competitors may also be able to circumvent our patent issuance by developing similar or alternative technologies or products in a non-infringing manner.

Besides, filing, prosecuting, maintaining and defending patents on drug candidates in all countries throughout the world could be prohibitively expensive for us, and our intellectual property rights in some countries can have a different scope and strength than those in some other countries. In addition, the laws of certain countries do not protect intellectual property rights to the same extent as the laws of certain other countries. Proceedings to enforce our intellectual property and proprietary rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not being issued, and could provoke third parties to assert claims against us. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries, or from selling or importing drugs made using our inventions in and into certain jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs and further, may export otherwise infringing drugs to certain jurisdictions where we have patent protection, but where enforcement rights are not as strong as those in certain other countries. These drugs may compete with our drugs and our patent rights or other intellectual property rights may not be effective or adequate to prevent them from competing.

Patent protection depends on compliance with various procedural, regulatory and other requirements, and our patent protection could be reduced or eliminated due to non-compliance.

Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and patent applications are due to be paid to the China National Intellectual Property Administration (the "**CNIPA**"), the United States Patent and Trademark Office (the "**USPTO**") and other applicable patent authorities in several stages over the lifetime of a patent. The CNIPA, the USPTO and other applicable patent authorities require compliance with a number of procedural, documentary, fee payment, and other similar provisions during the patent application process. There are situations in which non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official actions within prescribed time limits, non-payment of fees, and failure to properly legalize and submit formal documents within prescribed time limits. In any such event, our competitors might be able to enter the market, which would have an adverse effect on our business.

If our patent terms expire before or soon after our drug candidates are approved, or if competitors successfully challenge our patents, our business may be materially harmed. Lack of protection under the applicable patent linkage and patent term extension laws and regulations could increase the risk of early generic competition.

Patents have a limited duration. Depending on the jurisdiction, various extensions may be available, but the life of a patent, and the protection it affords, is limited. For example, the expiration of a patent is generally 20 years from the date of application for inventions in China and generally 20 years from the earliest date of filing of the first non-provisional patent application to which the patent claims priority in the U.S. Even if patents covering our drug candidates, their manufacture, or use are obtained, once the patent life has expired, we may be open to competition from competitive medications, including biosimilar medications. Manufacturers of generic or biosimilar products may challenge the scope, validity, or enforceability of our patents in court or before a patent office, and we may not be successful in enforcing or defending those intellectual property rights. As a result, we may not be able to exclusively develop or market the relevant product, which would materially harm the potential sales of that product and, in turn, adversely affect our business and results of operations.

Given the amount of time required for the development, testing and regulatory review of new drug candidates, patents protecting such drug candidates might expire before or shortly after such drug candidates are commercialized. As a result, our owned and licensed patents and patent applications may not provide us with sufficient rights to exclude others from commercializing technology and products similar or identical to ours. Even if we believe that we are eligible for certain patent term extensions, there can be no assurance that the applicable authorities will agree with our assessment of whether such extensions are available, and such authorities may refuse to grant extensions to our patents, or may grant more limited extensions than we request. For example, depending upon the timing, duration and specifics of any FDA marketing approval of any drug candidates we may develop, one or more of our U.S. patents

may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Action of 1984, or Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent extension term of up to five years as compensation for the patent term lost during the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval, only one patent may be extended, and only those claims covering the marketed drug, a method for using it, or a method for manufacturing it, may be extended. Similarly, the amendment to the PRC Patent Law which was promulgated in October 2020 introduces patent extensions to patents of new drugs launched in the PRC, which may enable the patent owner to submit applications for a patent term extension of up to a maximum length of five years, and the total effective term of the patent shall not exceed 14 years from the date of product approval. However, we may not be granted an extension because of, for example, failing to exercise due diligence during the testing phase or regulatory review process, failing to apply within applicable deadlines, failing to apply prior to the expiration of relevant patents, or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. If we are unable to obtain a patent term extension or the term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business could be harmed.

We may not be able to protect intellectual property rights, or prevent unfair competition by third parties, throughout the world.

Filing, prosecuting, maintaining and defending patents on drugs and drug candidates in all countries throughout the world could be prohibitively expensive for us, and our intellectual property rights in some countries can have a different scope and strength than do those in some other countries. In addition, the laws of certain countries do not protect intellectual property rights to the same extent as the laws of certain other countries. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries, or from selling or importing drugs made using our inventions in and into certain jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs and further, may export otherwise infringing drugs to certain jurisdictions where we have patent protection, but where enforcement rights are not as strong as those in certain other countries. These drugs may compete with our drugs and drug candidates and our patent rights or other intellectual property rights may not be effective or adequate to prevent them from competing.

The legal systems of some countries do not favor the enforcement of patents, trade secrets and other intellectual property, particularly those relating to pharmaceutical products, which could make it difficult in those jurisdictions for us to stop the infringement, misappropriation or other violation of our patents or other intellectual property rights, or the marketing of competing drugs in violation of our proprietary rights. Proceedings to enforce our intellectual property and proprietary rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not being issued, and could provoke third parties to assert claims against us.

If our trademarks and trade names are not adequately protected, we may not be able to build name recognition in our markets of interest and our competitive position may be adversely affected.

Our trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks, and may not be registered in all the necessary or desirable jurisdictions and categories in which we intend to sell our future products or provide our future services. We may not be able to protect our rights to these trademarks and trade names, which we need to build name recognition among potential partners or customers in our markets of interest. At times, competitors may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names.

We may authorize our business partners to utilize our trademarks and trade names under certain circumstances. The relevant agreements that set out guidelines for the use of our trademarks and trade names may not fully prevent breaches or misuse by our licensees, which could jeopardize our rights or diminish the goodwill associated with our trademarks and trade names.

Over the long term, these risks could undermine our ability to establish meaningful name recognition through our trademarks and trade names. In the absence of such recognition, we may be unable to compete effectively, and our business could be adversely affected.

If we are unable to protect the confidentiality of our trade secrets, our business and competitive position could be harmed.

In addition to our issued patents and pending patent applications, we rely on trade secret and confidential information, including unpatented know-how, technology and other proprietary information, to maintain our competitive position and to protect our drug candidates. If we collaborate with third parties for the development, manufacturing or commercialization of our current or any future drug candidates, we may, at times, share trade secrets with them. This practice heightens the risk that our trade secrets could be misappropriated, disclosed, or discovered by competitors. We seek to protect our trade secrets and confidential information, in part, by entering into non-disclosure, confidentiality and similar agreements with parties that have access to them, such as our employees, R&D service suppliers, and other third parties. Any of these parties may breach such agreements and disclose our proprietary information, and we may not be able to obtain adequate remedies for such breaches. Moreover, we cannot guarantee that we have entered into such agreements with each party that may have or has had access to our trade secrets or proprietary technology and processes. Such inappropriate or unauthorized use could have an adverse effect on our business and results of operations.

Despite our efforts to protect our trade secrets, our competitors may still gain access to them. Given that our proprietary position is based in part on our know-how and trade secrets, any discovery, unauthorized use, or disclosure of our trade secrets could have an adverse effect on our business and results of operations. Enforcing a claim that a party has illegally disclosed or misappropriated a trade secret can be difficult, costly and time-consuming, and the outcome is unpredictable. Should we fail to prevent the unauthorized material disclosure or misappropriation of our trade secrets and confidential information by third parties, we would not be able to establish or maintain a competitive edge in our market, which could adversely affect our business, financial condition, and results of operations. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using such technology or information to compete against us and our competitive position would be harmed.

Furthermore, some of our employees, consultants, and advisors, including our senior management, were previously employed at other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Many of these employees, consultants, and advisors executed proprietary rights, nondisclosure and non-competition agreements in connection with their previous employment. We may be subject to claims that we or these employees have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's former employer.

Intellectual property and other laws and regulations are subject to change, which could diminish the value of our intellectual property in general, thereby impairing our ability to protect our current and any future drug candidates.

Obtaining and enforcing patents in the pharmaceutical industry involve a high degree of technological and legal complexity. Therefore, obtaining and enforcing pharmaceutical patents is costly, time-consuming and inherently uncertain. Changes in either the patent laws or their interpretations may diminish the value of our intellectual property, while increasing the uncertainties and costs involved in prosecuting patent applications, enforcing issued patents, and defending against challenges to such patents. We cannot predict the scope of claims that may be allowed or enforced in our future patents or in third-party patents. In addition, there are proposals for changes to the patent laws in China, the U.S. and other jurisdictions that, if adopted, could limit our ability to enforce our proprietary technology.

For example, in China, intellectual property laws are constantly evolving, with efforts being made to improve intellectual property protection in the PRC. On October 17, 2020, the Standing Committee of the National People's Congress of the PRC (the "**SCNPC**") promulgated the Amendment to the PRC Patent Law effective from June 1, 2021. Among other provisions, this amendment stipulates that the patentee of an invention patent relating to the new drug that has been granted the marketing authorization in the PRC is entitled to request the patent administration department under the State Council to grant a patent term extension of up to five years. This extension is intended to compensate for the time consumed in the regulatory review and approval process required for the commercialization of such new drugs, provided that the total remaining patent term of such a new drug after its approval for commercialization shall not exceed 14 years. As a result, the terms of our PRC patents may be

eligible for extension, allowing us to extend patent protection for our products. Conversely, the patent terms owned by third parties may also be extended, which may in turn affect our ability to commercialize our drug candidates, if and when approved, without facing infringement risks. The duration of any such patent term extension remains uncertain. If we are required to delay commercialization for an extended period, technological advances may develop and new competitor products may be launched, which may render our product non-competitive. Besides, we cannot guarantee that other changes to PRC intellectual property laws would not have a negative impact on our intellectual property protection.

In general, changes in patent laws and regulations, in the governmental bodies enforcing them, as well as in how relevant governmental authorities enforce such laws and regulations across other jurisdictions could weaken our ability to obtain new patents or to enforce our current and future owned and licensed patents.

We may from time to time be involved in legal proceedings and disputes to protect or enforce our intellectual property rights, or defend against infringement and other claims alleged by third parties, which could be expensive, time-consuming and unsuccessful.

Litigation relating to patents and other intellectual property rights in the pharmaceutical industry is common, including patent administrative proceedings, patent ownership and patent infringement lawsuits. The various markets in which we operate and plan to operate are subject to frequent and extensive intellectual property litigation, which could be expensive and time-consuming. Some claimants may be able to sustain the costs of complex intellectual property proceedings to a greater degree and for longer periods of time than we could. Therefore, we cannot guarantee that we will not become involved in such litigation, prevail in it, and its costs or adverse outcomes may adversely affect our business.

On the one hand, we cannot assure you that our products or drug candidates, or the sale or use of our future products, do not or will not infringe upon, misappropriate, or otherwise violate any third-party intellectual property rights, whether in relation to the conduct of our research or the manufacture and use of the compounds we have developed or may develop in the future. Therefore, third parties could resort to litigation against us or other parties we have agreed to indemnify. If a third party were to assert claims of patent infringement against us, even if we believe such third-party claims are without merit, a court of competent jurisdiction could hold that these third-party patents are valid, enforceable and infringed, and the holders of any such patents may be able to block our ability to sell the applicable product unless we obtained a license under the applicable patents, or until such patents expire or are finally determined to be invalid or unenforceable.

We may also fail to identify relevant patents or patent applications held by third parties that cover our products. Publication of discoveries in the scientific or patent literature often lags behind actual discoveries. Additionally, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our products or their use. Therefore, we cannot be certain that we were the first to invent, or the first to file patent applications on, our products or for their uses, or that our products will not infringe patents that are currently issued or that are issued in the future.

If we are found to be infringing a third party's patent rights, defending such claims would cause us to incur substantial expenses and potentially significant damages, including the third party's legal fees and enhanced damages in the event of willful infringement. In order to avoid or settle potential claims, we may choose or be compelled to seek a license from a third party, which could entail substantial license fees, royalties, or both. However, such licenses may not be available on acceptable terms, or at all. If so, we could be prevented from commercializing a drug candidate, or be forced, by court order or otherwise, to modify or cease some or all aspects of our business operations. Even if we were able to obtain a license, the rights may be nonexclusive, which could result in our competitors gaining access to the same intellectual property. This could erode our competitive advantage, potentially leading to price pressures, or diminished market share for our offerings.

Our intellectual property rights could be challenged or invalidated. For example, if a third party has filed a patent application covering one of our products or a similar invention, our patent application may be regarded as a competing application and may not be approved in the end. Besides, competitors or other third parties may infringe or misappropriate our patents and other intellectual property rights. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. The outcome following legal assertions is unpredictable. The court may decide that a patent of ours is not valid or is unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. Even if we have established infringement, the court may decide not to grant an injunction against further infringing activity and instead award only monetary damages, which may not be an adequate remedy. Enforcing our intellectual property rights against third parties may also cause such third parties to file other counterclaims against us, which could be costly to defend and could require us to pay substantial damages. In addition, if the breadth or strength of protection provided by our patents and other intellectual property rights is threatened, it could dissuade companies from collaborating with us to license, develop, or commercialize our current or future drug candidates. Any loss of intellectual property protection could have a material adverse impact on one or more of our drug candidates and our business.

Consequently, any adverse result in any litigation or defense proceedings could put one or more of our intellectual property rights at risk of being invalidated or interpreted narrowly. Even if successful, litigation may result in substantial costs and distraction of our management and other employees. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If the public, securities analysts or investors perceive these results to be negative, or perceive that the presence or continuation of these cases creates a level of uncertainty regarding our ability to increase or sustain product sales, it could have a substantial adverse effect on the price of our Shares.

RISKS RELATING TO GOVERNMENT REGULATIONS

We are required to complete filing procedures with the CSRC for the [**REDACTED**] and the [**REDACTED**] of our H Shares on the Hong Kong Stock Exchange, and we may be subject to additional regulatory requirements under new laws and regulations on overseas securities offering and listing issued by the PRC government authorities for our future offerings.

On July 6, 2021, the General Office of the State Council together with another authority jointly promulgated the Opinion on Severely Punishing Illegal Activities in Securities Market (《關於依法從嚴打擊證券違法活動的意見》), which calls for the enhanced administration and supervision of overseas-listed PRC-based companies, proposes to revise the relevant regulation governing the overseas issuance and listing of shares by such companies and clarifies the responsibilities of competent domestic industry regulators and government authorities.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and five supporting guidelines, which took effect on March 31, 2023. According to the Overseas Listing Trial Measures, we, as a PRC domestic company seeking to [**REDACTED**] and [**REDACTED**] securities in overseas markets, are required to file with the CSRC within three working days after submitting the [**REDACTED**] application documents to the overseas supervisory authorities. In addition, pursuant to the Overseas Listing Trial Measures, issuers are also required to submit subsequent reports to the CSRC on relevant information or material events, such as change of control or voluntary or forced delisting of the issuers who have completed overseas offerings and listings.

Given that the Overseas Listing Trial Measures are relatively new, their interpretation, application, and enforcement are still evolving and we are closely monitoring how they will affect our operations and our future financing. In addition, we cannot assure that we will be able to complete all filing or report requirements in time or at all. Any failure to complete or delay in completing such filing or reporting procedures for our financing activities could subject us to sanctions by the CSRC or other PRC regulatory authorities. These regulatory authorities may order us to rectify the non-compliance, issue warnings, or impose fines and penalties on us, which could adversely affect our business, financial condition, results of operations, and prospects, as well as the trading price of our H Shares.

All material aspects of the research, development, manufacturing and commercialization of pharmaceutical products are heavily regulated. Any failure to comply with relevant laws, regulations and industry standards or any adverse actions by the regulatory authorities against us could negatively impact our reputation and our business, financial condition, results of operations and prospects.

All jurisdictions in which we operate or intend to operate our business regulate the research, development, manufacturing and commercialization of pharmaceutical products in great depth and detail. We intend to implement a global development strategy, with a focus on key markets including China, the U.S., and other major regions worldwide. These jurisdictions

strictly regulate the pharmaceutical industry, and in doing so they employ a broad range of strategies, including regulation of the development and approval, manufacturing, marketing, sales and distribution of products. Evolutions and differences in these regulatory regimes could lead to an increased and costly regulatory compliance burden.

We are required to obtain and maintain certain licenses and permits for conducting our business. The process of obtaining regulatory approvals and maintaining compliance with appropriate laws, regulations and guidance requires the expenditure of substantial time and financial resources. If any regulatory authorities consider that we were operating without the requisite approvals, licenses or permits or promulgate new laws and regulations that require additional approvals or licenses or impose additional restrictions on the operation of any part of our business that we fail to comply with in a timely manner, it may have the discretion to levy fines, confiscate our income, revoke our business licenses, require us to discontinue our relevant business or impose restrictions on the affected portion of our business, among other actions. In particular, failure to comply with the applicable regulatory requirements at any time during the product development process and approval process, or after approval, may subject us to administrative or judicial sanctions. These sanctions could include refusal to approve pending applications, withdrawal of an approval, license revocation, a clinical hold, voluntary or mandatory product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitutions, disgorgements, or other civil or criminal penalties. Failure to comply with these laws, regulations and guidance could have an adverse effect on our business and prospects.

In China, the U.S. and other markets where we may sell our drugs, the relevant government agencies and industry regulatory bodies impose high standards on the efficacy of pharmaceutical products, as well as strict rules, regulations and industry standards on how we develop such products. For example, we may need to obtain clearance from the NMPA, the FDA or other regulatory authorities to seek authorization to begin clinical trials, and file an NDA or similar application to seek marketing approval. Any failure to comply with existing laws, regulations and industry standards could result in fines or other punitive actions against us, the termination of ongoing research and the disqualification of data for submission to regulatory authorities, or a ban on the future sales of our drugs, each of which could have a material adverse impact on our reputation, business, financial condition, results of operations and prospects. In addition, any action against us for violation of the relevant laws, regulations or industry standards, even if we successfully defend against it, could cause us to incur significant legal expenses, divert our management's attention from the operation of our business, and adversely affect our reputation and financial results.

The regulatory approval processes of the NMPA, the FDA and other comparable regulatory authorities are time-consuming and uncertain. If we are unable to obtain timely regulatory approvals for our drug candidates in the target markets, our business may be subject to actual or perceived harm.

The regulatory approval process is inherently uncertain. The time and efforts required to obtain approvals from the NMPA, the FDA and other comparable regulatory authorities in different jurisdictions are unpredictable and depends on numerous factors, including the substantial discretion of the regulatory authorities. Generally, it may take years to obtain such approvals, as the requisite preclinical studies and clinical trials are time-consuming and are followed by rigorous regulatory review and examination. Regulatory authorities may, for example, raise concerns about the materials submitted, request additional efficacy or safety data, question study design or statistical analyses, request modifications to study protocols, or interpret study results differently than anticipated. Additional time, effort and expense may be required to bring our drug candidates, upon regulatory approval, to the international markets in compliance with different regulatory processes. We may fail to receive the regulatory approvals from the NMPA, the FDA or other comparable regulatory authorities for our drug candidates due to a number of reasons, including:

- disagreement in the design or implementation of our clinical trials;
- failure to demonstrate that a drug candidate is safe and effective for its proposed indication;
- insufficient or suboptimal data collected from the clinical trials, or failure of our preclinical studies or clinical trial results to meet the level of statistical and medical significance required for approvals;
- procedural or data errors identified in the drug development process, including those attributable to our third-party service providers such as CROs;
- failure of our clinical trial process to pass good clinical practice ("**GCP**") inspections;
- unexpected changes in regulations, testing requirements, or approval policies that render our preclinical and clinical data insufficient for approval;
- failure to pass inspections and audits carried out by the NMPA, the FDA or other comparable regulatory authorities, resulting in a potential invalidation of our research data or other negative consequences; and
- findings of deficiencies related to our manufacturing processes or the manufacturing facilities of third-party manufacturers from whom we procure materials, such as failure to pass current good manufacturing practice ("**cGMP**") inspections.

The NMPA, the FDA or other comparable regulatory authorities may require more information to support approval, including additional preclinical or clinical data, which may result in delay in regulatory approval and commercialization plans or denial of regulatory approval. In the case where an approval is issued, regulatory authorities may approve fewer indications, including undesired indications, of our drug candidates than the indications we applied for, or grant approvals contingent on the performance of post-marketing clinical trials. Failure to obtain regulatory approvals in a timely manner, or at all, or failure to obtain regulatory approvals with an intended scope of indications could have a negative impact on the commercial prospects of our drug candidates, and may cause reputational damage. If any of our drug candidates fails to demonstrate safety and efficacy to the satisfaction of regulatory authorities or does not otherwise produce positive results in future clinical trials, we may not be able to realize any revenue on such drug candidate despite the significant amount of resources we would have spent on its development, which could adversely affect our business, financial condition, results of operations and prospects.

Our current and future marketed products are subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expenses. We may face penalties and other negative consequences if we fail to comply with these regulatory requirements or experience unanticipated problems with our products and drug candidates.

Our products are subject to extensive ongoing regulatory obligations and continued regulatory review. Similarly, should our drug candidates receive approval from these authorities in the future, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, post-marketing studies and record-keeping will also be subject to stringent regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, random quality control testing, adherence to any chemistry, manufacturing, and controls ("**CMC**"), variations, continued compliance with current cGMPs, GCPs and potential post-approval studies for the purposes of license renewal.

Any regulatory approvals that we receive for our drug candidates may also be subject to limitations on the approved indicated uses for which the drug may be marketed or to the conditions of approval, or contain requirements for potentially costly post-marketing studies, including, if applicable, Phase 4 trials for the surveillance and monitoring of the safety and efficacy of the drug. In addition, once a drug is approved by the NMPA, the FDA or other comparable regulatory authorities for marketing, it is possible that there could be a subsequent discovery of previously unknown problems with the drug, including problems with third-party manufacturers or manufacturing processes, or failure to comply with regulatory requirements. If any of the foregoing occurs with respect to our products, it may result in, among other things:

- restrictions on the marketing or manufacturing of our drugs, withdrawal of the product from the market, or voluntary or mandatory product recalls;

- fines, warning letters, or holds on clinical trials;

- refusal by the NMPA, the FDA or other comparable regulatory authorities to approve pending applications or supplements to approved applications filed by us or suspension or revocation of license approvals;

- refusal by the NMPA, the FDA or comparable regulatory authorities to accept any of our other INDs or similar applications for clinical trials, and NDAs or similar applications for marketing approvals;

- drug seizure or detention, or refusal to permit the import or export of drugs; and

- injunctions or the imposition of civil, administrative or criminal penalties.

Any government investigation of alleged violations of law could require us to expend significant time and resources and could generate negative publicity. Moreover, regulatory policies may change or additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our drug candidates. If we are not able to maintain regulatory compliance, we may lose the regulatory approvals that we have already obtained, which in turn could significantly harm our business, financial condition and prospects.

If we or any of our business partners fail to comply with environmental, health and safety laws and regulations, we could be subject to fines or penalties and other negative consequences that could have an adverse effect on the success of our business.

We and certain third parties we work with, such as our CROs, CDMOs and business partners, are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. We generally contract with third parties for the disposal of solid waste and wastewater, and we cannot guarantee our contractors could continuously maintain their qualifications with regard to such disposal. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage, use or disposal of hazardous or radioactive materials. We may also incur liabilities due to injuries to our employees resulting from the use of or exposure to hazardous materials. We maintain liability insurance for workplace safety and accident insurance. Nevertheless, these insurance policies may not provide adequate coverage against such liabilities.

In addition, we may be required to incur substantial costs to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions.

We may be directly or indirectly subject to applicable anti-kickback, false claims laws, doctor payment transparency laws, fraud and abuse laws or similar healthcare and security laws and regulations, which could expose us to administrative sanctions, criminal sanctions, civil penalties, contractual damages, reputational damage and diminished profits and future earnings.

Healthcare providers, doctors and others play a primary role in the recommendation and prescription of our products. Our operations are subject to various PRC anti-fraud and abuse laws, including the applicable provisions in the PRC Anti-Unfair Competition Law (《中華人民共和國反不正當競爭法》) and PRC Criminal Law (《中華人民共和國刑法》). These laws may impact, among others, our proposed sales, marketing and education programs.

Law enforcement authorities are increasingly focusing on enforcing these laws. Efforts to ensure that our business arrangements with third parties are in compliance with applicable healthcare laws and regulations may involve substantial costs. Regulatory authorities could conclude that our business practices may not comply with current or future fraud, abuse or other healthcare laws or regulations. If any such actions are instituted against us, and if we are not successful in defending ourselves or asserting our rights, those actions could result in the imposition of civil, criminal and administrative penalties, damages, disgorgement, monetary fines, possible exclusion from participation in governmental healthcare programs, contractual damages, reputational damage, diminished profits and future earnings, and curtailment of our operations, any of which could adversely affect our ability to operate our business and have an adverse effect on our business and results of operations.

Furthermore, we are subject to anti-bribery laws. For example, in China, companies and their intermediaries are generally prohibited from making payments to government officials for the purpose of obtaining or retaining business or securing other improper advantages. Failure to comply with anti-bribery laws could disrupt our business and lead to severe criminal and civil penalties, including imprisonment, criminal and civil fines, loss of our export licenses, suspension of our ability to do business with the government, denial of government reimbursement for our products and/or exclusion from participation in government healthcare programs. In addition, we are subject to the Foreign Corrupt Practices Act of the United States and other laws with extraterritorial reach, which generally prohibits us from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. See also "— Risks Relating to Our Operations — We may be unable to detect, deter and prevent all instances of bribery, fraud or other misconduct committed by our employees or third parties."

As we expand our operations globally, we may also become subject to similar laws and regulations from other jurisdictions. There are ambiguities as to what is required to comply with any of these laws and regulations, and if we fail to comply with such requirements, we could be subject to penalties and other negative consequences. If any of the physicians or other third parties with whom we do business are found to be not in compliance with the applicable laws and regulations, they may be subject to criminal, civil or administrative sanctions, including exclusions from government-funded healthcare programs, which may also adversely affect our business.

We face regulation and potential liability related to privacy, data protection and information security which may require significant resources and may adversely affect our business, operations and financial performance.

We and the CROs we engage may routinely receive, collect, generate, store, process, transmit and maintain medical data and treatment records of participants enrolled in our clinical trials, but do not collect the personal information irrelevant to our trials or our enrolled participants. As such, we may be subject to the relevant local, state, national and international data protection and privacy laws, directives, regulations and standards that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal information in the regions where we operate and conduct our clinical trials, as well as contractual obligations.

In recent years, the PRC authorities have promulgated certain laws and regulations in respect of information security, data collection and privacy protection regulations in the PRC, including, among others, the Provisions on Protection of Personal Information of Telecommunication and Internet Users (《電信和互聯網用戶個人信息保護規定》) which became effective from September 1, 2013, the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), which became effective from June 1, 2017, the Data Security Law of the PRC (《中華人民共和國數據安全法》) which became effective from September 1, 2021, the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) which became effective from November 1, 2021. Under the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), in case of any personal information processing, such individual's prior consent shall be obtained, unless other legal bases are satisfied. Further, any data processing activities, that are in relation to sensitive personal information including but not limited to biometrics, medical health and personal information of teenagers under fourteen years old, are not allowed, unless such activities have a specific purpose, are highly necessary, and strictly protective measures have been taken and separate consent has been obtained from the individuals involved. In addition, evolving U.S. data and national security rules — could also limit our ability to transfer, access or process sensitive personal data.

Regulatory requirements on data privacy, data protection and information security are constantly evolving and can be subject to varying interpretations or significant changes, resulting in uncertainties about the scope of our responsibilities in that regard. We may also be subject to additional or new laws and regulations regarding the protection of personal information and privacy related matters in connection with our methods for data collection, analysis, storage and use. Such developments may result in ever-increasing public scrutiny and escalating levels of enforcement and sanctions and increased costs of compliance including, for example, substantial operational costs associated with changes to our data processing practices. Furthermore, new or expanded prohibitions, licensing, contractual or segregation requirements could require us to implement additional technical and organizational safeguards, localize datasets, change vendors, or obtain government approvals, thereby further increasing compliance burdens and potentially delaying clinical trials, regulatory submissions or collaborations. Counterparty risk management responses may further restrict cross-border

personnel and information sharing. Failure to comply with any of these laws or effectively address data privacy and protection concerns could result in enforcement action against us, including and without limitation to fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill, any of which could have an adverse effect on our business, financial condition, and results of operations or prospects.

The personal information of patients or participants which might be involved in our clinical trials could be highly sensitive and we are subject to strict requirements under the applicable privacy protection regulations. Our security policies and measures to protect our proprietary data and patients' privacy might not satisfy all the requirements in every respect under the applicable laws and regulations. Data leakage and abuse and other misconduct related to data and personal information protection might not be completely avoided, due to hacking activities, human error, employee misconduct or negligence or system breakdown, among other reasons. We also cooperate with hospitals, CROs and other business partners, contractors and consultants for our clinical trials and operations. Any leakage or abuse of patient data by our third-party partners may be perceived by the patients as a result of our failure. Any failure or perceived failure by us to prevent information security breaches or to comply with data/privacy policies or data/privacy-related legal obligations, or any compromise of information security that results in the unauthorized release or transfer of personal information or other patient data, could cause our customers to lose trust in us and could expose us to legal claims.

We may be restricted from transferring our scientific data abroad.

On March 17, 2018, the General Office of the State Council promulgated the Measures for the Management of Scientific Data (《科學數據管理辦法》) (the "**Scientific Data Measures**"), which provides that enterprises in China must seek governmental approval before any scientific data involving a state secret may be transferred abroad or to foreign parties. Further, any researcher conducting research funded at least in part by the PRC government is required to submit relevant scientific data for management by the entity to which such researcher is affiliated before such data may be published in any foreign academic journal. If and to the extent any data collected or generated in connection with our R&D of drug candidates will be subject to the Scientific Data Measures and any subsequent laws as required by the relevant government authorities, there is no assurance that we can always obtain relevant approvals for sending scientific data (such as the results of our preclinical studies or clinical trials conducted within China) abroad or to our foreign partners in China.

On July 7, 2022, the Cyberspace Administration of China published the Measures for Security Assessment of Data Export (《數據出境安全評估辦法》) which took effect on September 1, 2022. It specifies the circumstances in which data processors providing data export shall apply for outbound data transfer security assessment with the Cyberspace Administration of China, including, among others, the outbound data transfer containing important data. On March 22, 2024, the Cyberspace Administration of China issued the Provisions on Facilitating and Regulating Cross-border Data Flows (《促進和規範數據跨境流

動規定》). It specifies that data handlers that are not critical information infrastructure operators, will be exempted from declaring for security assessment for outbound data transfer, signing a standard contract with the overseas recipient or passing the personal protection certification, if such data handler accumulatively transfers overseas personal information (excluding sensitive personal information) of less than 100,000 individuals since the January 1 of the current year.

Cross-border data transfer from other jurisdictions may also be limited if we fail to comply with relevant requirements, such as obtaining authorization from subjects regarding the use, transfer, and retrieval of their personal information or data and adopting measures to ensure the safety of personal information or data in the transfer. Also, cross-border transfer of personal data by its nature is subject to general data privacy regulations in various jurisdictions, and thus any failure to comply with data privacy protection may lead to a restriction of transferring our data across different jurisdictions.

In addition, the Regulations of PRC on the Administration of Human Genetic Resources (《中華人民共和國人類遺傳資源管理條例》) (the "**HGR Regulation**"), which was promulgated on May 28, 2019, and further amended on March 10, 2024 and became effective from May 1, 2024, stipulates that foreign organizations, foreign individuals and the institutions established or actually controlled thereby shall not collect or preserve China's human genetic resources within the PRC, and shall not provide China's human genetic resources abroad. Where a foreign organization or an institution established or actually controlled by a foreign organization or foreign individual needs to use China's human genetic resources to conduct scientific research activities, it shall comply with the applicable laws, administrative regulations and relevant provisions in the PRC, and cooperate with China's scientific research institutions, universities, medical institutions and other enterprises provided therein. In this regard, utilization of China's human genetic resources for international cooperation in scientific research, as well as transporting China's human genetic resources materials abroad shall be subject to the approval of the administrative department for health under the State Council. However, no approval is required in international clinical trial cooperation using China's human genetic resources at clinical institutions without export of human genetic resource materials for obtaining the licensing for the listing of relevant drugs and medical devices in the PRC market, provided that the type, quantity and usage of the human genetic resources to be used shall be filed with the administrative department for health under the State Council before conducting the clinical trials. If we are unable to obtain necessary approvals, complete the filings or comply with the regulatory requirements in a timely manner, or at all, our R&D of drug candidates may be hindered. Further, the PRC Biosecurity Law (《中華人民共和國生物安全法》), which was promulgated on October 17, 2020, became effective on April 15, 2021, and amended on April 26, 2024, reaffirms the regulatory requirements stipulated by the HGR Regulation while potentially increases the administrative sanctions where China's human genetic resources are collected, preserved, exported or used in international cooperation in violation of applicable laws. If the relevant government authorities consider the transmission of our scientific data or usage of human genetic resources to be in violation of the requirements under applicable PRC laws and regulations, we may be subject to fines and other administrative penalties imposed by those government authorities.

Changes in laws and regulations relating to the pharmaceutical industry may result in additional compliance risks and costs.

The pharmaceutical industry and healthcare system in China, the U.S. and other jurisdictions has witnessed a series of legislative and regulatory changes, including measures that may reduce or limit coverage and reimbursement and affect our ability to profitably sell our products. See also "Regulatory Overview" and "— Risks Relating to Our Business and Industry — If our products fail to be timely included in, or are removed or excluded from, national, provincial or other government-sponsored medical insurance programs, our revenue and financial performance could be adversely affected." Such new regulations and rules, along with other potential future measures, may lead to stricter requirement and standards for our business and operations, which could increase our compliance burden and operating expenses.

These legislative trends and regulatory measures can potentially affect the sales, profitability and prospects of our products and drug candidates in the future. Moreover, these laws and regulations are subject to updates, and their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices. If we fail to address and comply with these laws and regulations and any subsequent changes, we may be subject to penalty and our business may be harmed.

The increasing awareness of environmental, social and governance issues may lead to the adoption of more stringent laws and regulations and increase our compliance costs.

With the rising awareness of ESG issues, including with respect to greenhouse gas emissions and environmental protection, any revisions to laws and regulations may affect our business operations. Accordingly, we may need to devote more effort and resources to ensure our compliance with such laws or regulations. We have adopted a series of measures aiming to ensure our compliance with the ESG-related laws and regulations applicable to us. For instance, we acknowledge the potential environmental impact associated with our R&D activities. The manufacturing process of our CDMOs also consumes a substantial amount of energy and exerts pressure on environmental protection efforts. As a result, we have implemented, and plan to continue implementing, a number of measures to mitigate environmental impacts and ensure that our discharge, emissions and waste disposal practices comply with applicable standards, and require our CDMOs to maintain comparable environmental compliance practices. This commitment may entail incurring substantial additional costs and potentially impact our financial performance. For details, please see "Business — Environmental, Social and Governance Matters." We cannot assure you that these risk management measures can effectively mitigate the relevant risks and help us to constantly maintain compliance under relevant laws and regulations.

Revisions to existing ESG-related laws and regulations or the promulgation of new ESG-related laws and regulations may increase our compliance costs, and if we fail to comply with such ESG-related laws and regulations, our business and financial performance may be adversely affected.

Changes in political and economic policies, as well as the interpretation and enforcement of laws, rules and regulations, may affect our business, financial condition, results of operations and prospects.

A substantial portion of our operations are based in the PRC, our business, financial condition, results of operations and prospects may be affected by economic, political, social and legal developments in China. The Chinese government has implemented various measures to encourage economic growth and guide the allocation of resources; however, we cannot guarantee the extent to which our business operations will be able to benefit from such measures, if at all. In addition, laws, rules and regulations may also be amended from time to time, and the application, interpretation and enforcement of such evolving laws, rules and regulations may affect our business operations. Any of the foregoing may have an adverse effect on our business, financial condition, results of operations and prospects.

RISKS RELATING TO OUR OPERATIONS

Our future success depends in part on our ability to attract, retain and motivate senior management, key personnel, and other qualified professionals.

We are highly dependent on the expertise of our senior management, key personnel, and other qualified professionals. We believe that there is, and will continue to be, intense competition for skilled management, technical, sales and other personnel with experience in our industry.

Recruiting, retaining and motivating qualified management, scientific, clinical and sales and marketing personnel will also be critical to our success. The loss of the services of our executive officers or other key employees could impede the achievement of our research, development and commercialization objectives and seriously harm our ability to successfully implement our business strategy. Further, replacing executive officers and key employees may be difficult and may take an extended period of time because of the limited number of individuals in our industry with the breadth of skills and experience required to successfully develop, gain regulatory approval of and commercialize drugs. Competition to hire from this limited pool is intense, and we may be unable to hire, train, retain or motivate these key personnel on acceptable terms given the competition among numerous pharmaceutical companies for similar personnel. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions.

If we fail to effectively manage our anticipated growth or execute on our growth strategies, our business, financial condition, results of operations and prospects could suffer.

Our future financial performance and our ability to commercialize our drug candidates will also depend, in part, on our ability to effectively manage our growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to implement our long-term development strategies. For details, see "Business — Our Strategies." Pursuing our growth strategies has resulted in, and will continue to result in, substantial demands on capital and other resources. In addition, managing our growth and executing on our growth strategies will require, among other things, our ability to continue to innovate advanced technology, identify and develop promising drug candidates in a highly competitive market, effective coordination and integration of new facilities and new teams that we may develop, successful hiring and training of personnel, as well as effective and efficient financial and management control and quality control.

All of these endeavors will require substantial management attention and efforts and significant additional expenditures. If we fail to expand at our expected pace, we may face capacity constraints in the future which may adversely affect our business and financial condition. We cannot assure you that we will be able to execute our business strategies and manage any future growth effectively and efficiently, and any failure to do so may adversely affect our ability to capitalize on new business opportunities, which in turn may have an adverse effect on our business, financial condition, results of operations, and prospects.

We may be involved in claims, disputes, litigation, arbitration or other legal proceedings in the ordinary course of business.

From time to time, we may be involved in inspections, claims, disputes and legal proceedings in our ordinary course of business. These may concern issues relating to, among others, product liability, privacy protection, environmental and safety matters, breach of contract, employment or labor disputes and intellectual property rights. Any inspections, claims, disputes or legal proceedings initiated by us or brought against us, our management or Directors, with or without merit, may result in substantial costs and diversion of resources, and if we are unsuccessful, could materially harm our reputation. Furthermore, inspections, claims, disputes or legal proceedings against us, our management or Directors may be due to actions taken by our business partners, such as our suppliers, CROs, CDMOs and other service providers. Even if we are able to seek indemnity from them, they may not be able to indemnify us in a timely manner, or at all, for any costs that we incur as a result of such claims, disputes and legal proceedings.

Our reputation is important to our success. Negative publicity with respect to us, our Shareholders, management, employees, business partners, affiliates, or our industry, may adversely affect our reputation, business, results of operations and prospects.

We believe that market awareness and recognition of our brand image, and the maintenance of a positive brand image, is crucial to the success of our business. However, our reputation is vulnerable to potential threats that can be difficult or impossible to control, and costly or impossible to remediate. We may not be successful in continuing to promote our brands to remain competitive. In addition, we may engage various third parties, such as distributors and third-party promoters, to expand our sales and distribution network and increase market access for our drugs, which can make it increasingly difficult to effectively manage our brand reputation, as we have relatively limited control over these third parties.

Any regulatory inquiries or investigations or other actions against our management, any perceived unethical, fraudulent, or inappropriate business conduct by us or perceived wrongdoing by any key member of our management team or other employees, our business partners or our affiliates, could harm our reputation and adversely affect our business. Regardless of the merits or final outcome of such regulatory inquiries, investigations or actions, our reputation may be substantially damaged, which may impede our ability to attract and retain talent and business partners and grow our business.

Increased labor costs could slow our growth and adversely affect our operations and financial performance.

Our operations depend in part on the skills and know-how of our employees. In recent years, the average labor cost in the global pharmaceutical market, particularly for highly skilled and experienced personnel, has been steadily increasing as the competition for qualified employees has become more intense. We cannot assure you that there will be no further increase in labor cost, which may adversely affect our operations and financial condition. In addition, share-based compensation granted under our existing or future share-based incentive arrangements and scheme could adversely affect our costs and our results of operations. See also "— Risks Relating to Our Financial Position and Need for Additional Capital — Share-based payments may impact our financial performance and cause shareholding dilution to our existing Shareholders."

Changes in international trade policies and political tensions may adversely impact our business and results of operations.

We are susceptible to constantly changing international economic, regulatory, social and political conditions, and local conditions in foreign countries and regions. Rising trade and political tensions could reduce levels of trades, investments, technological exchanges and other economic activities between China and other countries and regions, which would have an adverse effect on global economic conditions, the stability of global financial markets, and international trade policies. For example, on February 21, 2025, U.S. President Donald J. Trump issued a memo entitled the "America First Investment Policy" (the "**America First**

Memo"), outlining the ongoing review and consideration of potential new or expanded restrictions on U.S. outbound investment in the PRC in sectors such as semiconductors, artificial intelligence, quantum, biotechnology, hypersonics, aerospace, advanced manufacturing, and directed energy. The America First Memo also contemplates potential restrictions on investments in publicly traded securities by pension funds, university endowments and other limited partner investors. Further, on April 15, 2025, the U.S. Department of Commerce announced investigations into the national security implications of semiconductor and pharmaceutical product imports. Such dynamics underscore the unpredictability of cross-border policy landscapes and their potential to disrupt the interconnected economic and trade activities essential that our business relies on.

Furthermore, tensions and political concerns between China and other countries or regions may adversely affect our business, financial condition, results of operations, cash flows and prospects. China's political relationships with foreign countries and regions may affect the prospects of our relationship with third parties, such as business partners, suppliers and future customers. There can be no assurance that our existing or potential service providers or collaboration partners will not alter their perception of us or their preferences as a result of adverse changes to the state of political relationships between China and the relevant foreign countries or regions. On September 9, 2024, the U.S. House of Representatives voted in favor of the BIOSECURE Act. On October 9, 2025, the U.S. Senate introduced an amended version of the BIOSECURE Act ("**October 2025 Senate Amendment**") into the FY2026 National Defense Authorization Act ("**FY2026 NDAA**"). The final reconciled version of the FY2026 NDAA was released on December 7, 2025, incorporating a revised version of the BIOSECURE Act based on the October 2025 Senate Amendment, which was signed by President Trump on December 18, 2025. The BIOSECURE Act aims at prohibiting the U.S. government from procuring biotechnology equipment or services from designated "biotechnology companies of concern," or providing government contracts, loans and grants to any entity that uses biotechnology equipment or services from a designated "biotechnology company of concern." If our suppliers or business partners were to be listed as "biotechnology companies of concern," our ability to engage in business with the U.S. government or with companies that engage in business with the U.S. government may be limited. Prohibitions in the BIOSECURE Act will not take effect until the Office of Management and Budget ("**OMB**") issues implementing guidance and relevant federal regulations are finalized. The timing and substance of such enabling regulations remain subject to uncertainty and may differ materially from current expectations.

Any rising trade and political tensions or unfavorable government policies on international trade, such as capital controls or tariffs, may affect the competitive position of our products, the hiring of scientists and other research and development personnel, and import or export of raw materials in relation to drug development, or prevent us from selling our products in certain countries. We cannot predict how tariff policies may further evolve or anticipate any potential impacts of subsequent developments in such policies on our business. If we, our customers, suppliers or other business partners become subject to these measures, our business, financial condition, and results of operations could be adversely affected.

We have limited insurance coverage, and any claims beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources.

We maintain industry-standard benefit plans in accordance with relevant laws and regulations, based on our assessment of our operational needs and industry practice. Our principal insurance policies include medical insurance for our employees, clinical trial insurance, directors' and officers' liability insurance, and product liability insurance as a marketing authorization holder. In line with general market practice, we have elected not to maintain certain types of insurance, such as business interruption insurance or key personnel life insurance.

We believe our existing insurance coverage is adequate for our present operations and in line with the industry practice in the PRC. Nevertheless, this coverage may prove to be inadequate or could cease to be available to us on acceptable terms, if at all. A claim brought against us that is uninsured or under-insured could harm our business, financial condition and results of operations. Any liability or damage to, or caused by, our facilities or our personnel beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources.

We may be unable to detect, deter and prevent all instances of bribery, fraud or other misconduct committed by our employees or third parties.

We may be exposed to fraud, bribery or other misconduct committed by our employees or third parties that could subject us to financial losses and sanctions imposed by governmental authorities, which may adversely affect our reputation. During the Track Record Period and up to the Latest Practicable Date, we were not aware of any instances of fraud, bribery, or other misconduct involving employees and other third parties that had any material and adverse impact on our business and results of operations. However, we cannot assure you that there will not be any such instances in the future. We may be unable to prevent, detect or deter all such instances of misconduct by our employees or third parties. Any such misconduct committed against our interests, which may include past acts that have gone undetected or future acts, may have an adverse effect on our business, results of operations and reputation.

Our information technology systems, or those used by our partners or other contractors or consultants, may fail or suffer security breaches.

Despite the implementation of security measures, our information technology systems and those of our CROs, consultants and other service providers are vulnerable to damage from computer viruses, unauthorized access, cyber-attacks, natural disasters, terrorism, war and telecommunication and electrical failures. If such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our research and development programs. For example, our data may not be backed up in a timely manner and the loss of clinical trial data from ongoing or future clinical trials for any of our drug candidates could result in delays in regulatory approval efforts and significantly increase costs

to recover or reproduce the data. To the extent that any disruption or security breach was to result in a loss of or damage to data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the further development of our drug candidates could be delayed.

We face certain risks relating to our leased properties, which may disrupt our operations and incur additional costs.

We have leased certain properties in China primarily used as our R&D facilities, office premises, or factories. See "Business — Properties" for details. Pursuant to the Measures for Administration of Lease of Commodity Properties (《商品房屋租賃管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) on December 1, 2010 and became effective on February 1, 2011, both lessors and lessees are required to file the lease agreements for registration and obtain property leasing filing certificates for their leases.

As of the Latest Practicable Date, six of our lease agreements were not registered. Failure to register does not in itself invalidate the leases, but we may be subject to fines if we fail to rectify such non-compliance within the prescribed time frame after receiving notice from the relevant PRC government authorities. The penalty ranges from RMB1,000 to RMB10,000 for each unregistered lease, at the discretion of the relevant authority. During the Track Record Period and up to the Latest Practicable Date, we were not subject to any penalties arising from the non-registration of lease agreements. However, we cannot assure you that we would not be subject to any penalties and/or requests from local authorities to fulfill the registration requirements, which may increase our costs in the future. If any of our leases is terminated or becomes unenforceable as a result of challenges from third parties, we would need to seek alternative properties and incur relocation costs. Any relocation could lead to disruptions to our operations and adversely affect our business, financial conditions and results of operations.

As our leases expire, we may face difficulties renewing them, either on commercially acceptable terms or at all. Our inability to enter into new leases or renew existing leases on terms acceptable to us could adversely affect our business, results of operations or financial condition.

Failure to comply with relevant regulations relating to social insurance and housing provident fund may subject us to penalties and adversely affect our business, financial condition, results of operations and prospects.

According to the Social Insurance Law of the PRC (中華人民共和國社會保險法) and the Regulations on the Administration of Housing Provident Funds (住房公積金管理條例), Territory of China (《在中國境內就業的外國人參加社會保險暫行辦法》) and other applicable PRC regulations, we are required to participate in the employee social welfare plan administered by local governments. See "Regulatory Overview — Overview of Laws and Regulations in the PRC — Regulations in relation to Employment and Social Securities" for details. Such plan consists of pension insurance, medical insurance, work-related injury

insurance, maternity insurance and unemployment insurance. The housing provident fund is also included in the employee welfare plan, though under relevant regulations, it is generally not applicable to foreign employees. The amount we are required to contribute for each of our employees under such plan should be calculated based on the actual income of our employees, together with the minimum and maximum level as from time to time prescribed by national laws and regulations and local authorities.

During the Track Record Period, we engaged third-party human resource agencies to make contributions to social insurance and housing provident funds for certain employees. This arrangement was implemented primarily because such employees worked in different cities, where we do not maintain office premises, preferred their social insurance and housing provident funds to be paid at their respective places of residence for convenience in accessing such benefits locally. Such arrangement is not in strict compliance with relevant PRC laws and regulations. In the event that the government authorities do not recognize such arrangement, we may be deemed to have failed to fully contribute for such employees in our own name.

As of the Latest Practicable Date, no competent government authorities imposed administrative action, fine or penalty to us with respect to this non-compliance incident. We cannot guarantee that we will not be ordered to rectify such practice or be subject to penalties imposed by the local social insurance authorities or the local housing provident fund management centers for failing to make social insurance and housing provident fund contributions for the employees in our own name. Such actions may have an adverse impact on our financial position and results of operation.

If we or our business partners fail to obtain, maintain or renew necessary licenses and permits for the development, production, promotion, and sale of our products, our ability to conduct our business could be materially impaired and our revenue and financial performance could be adversely affected.

We are required to obtain, maintain and renew various licenses and permits to develop, produce, promote, and sell our pharmaceutical products. Our business partners, such as suppliers, distributors, and other third-party contractors, on whom we may rely to develop, produce, promote, sell and distribute our products, may be subject to similar requirements. For details, see "Business — Permits and Licenses." We and our business partners may be subject to regular inspections, examinations, inquiries or audits by the regulatory authorities, and an adverse outcome may result in the loss or non-renewal of the relevant permits, licenses and certificates. Moreover, the criteria used in reviewing applications for, or renewals of, permits, licenses and certifications may change from time to time, and there can be no assurance that we or parties on whom we rely will be able to meet new criteria that may be imposed to obtain or renew the necessary permits, licenses and certificates. Many of such permits, licenses and certificates are material to the operation of our business, and if we or parties on whom we rely fail to maintain or renew material permits, licenses and certifications, it could materially impair our ability to conduct our business. There is no assurance that we will be able to continue doing so in the future.

Any changes in the standards used by government authorities in considering whether to renew or reassess our licenses, permits and certificates, as well as any enactment of new regulations that may restrict the conduct of our business, may decrease our revenue and increase our costs, which in turn could adversely affect our financial performance and prospects. Furthermore, if the interpretation or implementation of existing laws and regulations changes, or any new regulation comes into effect, so as to require us or parties upon whom we rely to obtain any additional licenses, permits or certificates that were previously not required to operate our business, there can be no assurances that we or parties upon whom we rely will successfully obtain such permits, licenses or certificates.

Our risk management and internal control systems may not be thorough or effective in all respects.

We seek to establish risk management and internal control systems consisting of an organizational framework, policies, procedures and risk management methods that are appropriate for our business operations, and seek to continue to improve these systems. See "Business — Risk Management and Internal Control" for further details. However, due to the inherent limitations in the design and implementation of risk management and internal control systems, we cannot assure that our risk management and internal control systems will be able to identify, prevent and manage all risks. Our internal procedures are designed to monitor our operations and ensure their overall compliance. However, our internal control procedures may be unable to identify all non-compliance incidents in a timely manner or at all. It is not always possible to timely detect and prevent fraud and other misconduct committed by our employees or third parties, and the precautions we take to prevent and detect such activities may not be effective.

Furthermore, we cannot assure you that our risk management and internal control systems will be effectively implemented. Since our risk management and internal control systems depend on their implementation by our employees, we cannot assure you that all of our employees will adhere to such policies and procedures, and the implementation of such policies and procedures may involve human errors or mistakes, which may adversely affect our business and results of operations. Moreover, as we are likely to offer a broader and more diverse range of services and solutions in the future, the expansion and diversification of our service offerings will require us to continue to enhance our risk management capabilities. If we fail to adapt our risk management policies and procedures to our evolving business in a timely manner, our business, financial condition and results of operations could be adversely affected.

We may be subject to natural disasters, health epidemics, acts of war or terrorism or other factors beyond our control.

Natural disasters, health epidemics, acts of war or terrorism or other factors beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the regions where we conduct our business. Our operations may be under the threat of:

- natural disasters, such as floods, earthquakes, sandstorms, snowstorms, fire or drought;
- the outbreak of a widespread health epidemic, such as swine flu, avian influenza, severe acute respiratory syndrome, or SARS, Ebola, Zika, COVID-19;
- power, water or fuel shortages and failures;
- malfunction and breakdown of information management systems;
- unexpected maintenance or technical problems; or
- potential wars or terrorist attacks.

The occurrence of a disaster or a prolonged outbreak of an epidemic illness or other adverse public health developments in which we operate our business could materially disrupt our business and operations. These uncertain and unpredictable factors include, but are not limited to, adverse effects on the economy, potential delays of our ongoing and future clinical trials, and disruptions to the operations of our business partners.

Acts of war or terrorism may also injure our employees, cause loss of lives, disrupt our business network and destroy our markets. Any of the foregoing events and other events beyond our control could have an adverse effect on the overall business sentiment and environment, cause uncertainties in the regions where we conduct business, cause our business to suffer in ways that we cannot predict and adversely impact our business, financial condition and results of operations.

RISKS RELATING TO THE [REDACTED]

Our A Shares are listed on the Shanghai Stock Exchange. The characteristics of the A Share and H Share markets may differ. We will be concurrently subject to listing and regulatory requirements of the Chinese Mainland and Hong Kong.

The A Shares of our Company have been listed on the Shanghai Stock Exchange STAR Market (stock code: 688192) since December 2021. Following the [**REDACTED**], our A Shares will continue to be traded on the Shanghai Stock Exchange and our H Shares will be traded on the Stock Exchange.

The H Share and A Share markets have different trading characteristics, each have different [**REDACTED**], liquidity and [**REDACTED**] bases, as well as different levels of retail and institutional investor participation. As a result, the trading performance of our H Shares and A Shares may not be comparable, and the historical prices of our A Shares may not be indicative of the prices of our H Shares. Nonetheless, fluctuation in the price of our A Shares may adversely affect the price of our H Shares, and vice versa. Therefore, you should not place undue reliance on the trading history of our A Shares when evaluating the [**REDACTED**] decision in our H Shares.

As we are listed on the Shanghai Stock Exchange and expect to be [**REDACTED**] on the Main Board of the Stock Exchange, we will be required to comply with the listing rules (where applicable) and other regulatory regimes of both jurisdictions, unless an exemption is available. Accordingly, we may incur additional costs and resources in continuously complying with all applicable listing rules and other regulatory regimes in the two jurisdictions.

There has been no prior public market for our H Shares, and their liquidity and [REDACTED] may be volatile, which could lead to substantial losses to [REDACTED].

Prior to the completion of the [**REDACTED**], there has been no public market for our H Shares. We cannot assure you that a public market for our H Shares with adequate liquidity and [**REDACTED**] will develop and be sustained following the completion of the [**REDACTED**]. The [**REDACTED**] for our H Shares to the public will be the result of negotiations between us and the [**REDACTED**] (for themselves and on behalf of the [**REDACTED**]), and the [**REDACTED**] may differ significantly from the [**REDACTED**] of our H Shares following the completion of the [**REDACTED**]. We have applied to the Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**], the H Shares. A [**REDACTED**] on the Stock Exchange, however, does not guarantee that an active and liquid trading market for our H Shares will develop, or if it does develop, that it will be sustained following the [**REDACTED**], or that the [**REDACTED**] of our H Shares will not decline following the [**REDACTED**]. Furthermore, the price and [**REDACTED**] of our H Shares may be volatile. The following factors, among others, may affect the [**REDACTED**] and price at which our H Shares will [**REDACTED**]:

- variations in our revenue, earnings and cash flow;

- announcement of new investments, business collaborations, strategic alliances or acquisitions;
- any unexpected business interruptions resulting from epidemics, natural disasters or power shortages;
- any major changes in our Directors, senior management or other key personnel;
- our inability to obtain or maintain regulatory approval for our operations;
- our inability to compete with our competitors effectively;
- political, economic, financial and social developments; or
- fluctuations in market prices for our products or raw materials.

Moreover, shares of other pharmaceutical companies listed on the Stock Exchange have experienced significant price volatility in the past. It is possible that our H Shares may be subject to changes in [**REDACTED**] not directly related to our performance and as a result, [**REDACTED**] in our H Shares may suffer substantial losses.

Future sales or perceived sales of substantial amounts of our Shares in the public market could have an adverse effect on the prevailing [REDACTED] of our H Shares and our ability to raise additional capital in the future.

The [**REDACTED**] of our H Shares could decline as a result of future sales of a substantial number of our Shares or other securities relating to our H Shares in the public market, the issuance of new shares or other securities, or the perception that such sales or issuances may occur. Future sales, or perceived sales, of substantial amounts of our securities, including any future [**REDACTED**], could also materially and adversely affect our ability to raise capital at a specific time and on terms favorable to us. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares.

As the [REDACTED] of our H Shares is higher than our consolidated net tangible asset per Share, purchasers of our H Shares in the [REDACTED] may experience immediate dilution upon such purchases.

As the [**REDACTED**] of our H Shares is higher than the consolidated net tangible assets per Share immediately prior to the [**REDACTED**], [**REDACTED**] of our H Shares in the [**REDACTED**] may experience an immediate dilution. Our existing Shareholders will receive an increase in the [**REDACTED**] adjusted consolidated net tangible asset value per Share of their Shares. In addition, holders of our H Shares may experience further dilution of their interest if we issue additional H Shares in the future to raise additional capital.

You may experience difficulties in effecting service of process upon or enforcing foreign judgments against us or our Directors or officers.

Most of our assets are situated in the PRC and most of our directors and officers reside in the PRC. Therefore, there remains the possibility that it may be difficult to effect service of process outside the PRC upon most of our directors and officers, including with respect to matters arising under applicable securities laws. The PRC does not have treaties providing for the reciprocal recognition and enforcement of civil case judgments of courts with the United States and many other countries. Consequently, you may experience difficulties in enforcing against us or our directors or officers in the PRC any judgments obtained from courts outside of the PRC.

On July 14, 2006, Chinese Mainland and Hong Kong entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements Between Parties Concerned (《關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》), or the Arrangement, pursuant to which a party with a final court judgment rendered by a Hong Kong court requiring payment of money in a civil and commercial case according to a choice of court agreement in writing may apply for recognition and enforcement of the judgment in China. Similarly, a party with a final judgment rendered by a Chinese Mainland court requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing may apply for recognition and enforcement of such judgment in Hong Kong. On January 18, 2019, the Supreme People's Court and the Hong Kong Government signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》), which has come into effect on January 29, 2024 and superseded the Arrangement, or the New Arrangement, which seeks to establish a mechanism with greater clarity and certainty for recognition and enforcement of judgments in wider range of civil and commercial matters between Chinese Mainland and Hong Kong. The New Arrangement discontinued the requirement for a choice of court agreement for bilateral recognition and enforcement. After the New Arrangement became effective, a judgment rendered by a Hong Kong court can generally be recognized and enforced in the PRC even if the parties in the dispute do not enter into a choice of court agreement in writing. However, we cannot guarantee that all judgments made by Hong Kong courts will be recognized and enforced in the PRC, as whether a specific judgment will be recognized and enforced is still subject to a case-by-case examination by the relevant court in accordance with the New Arrangement.

Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance whether and when we will declare and pay dividends in the future.

No dividend has been paid or declared by our Company during the Track Record Period. Under the applicable PRC laws and regulations, the payment of dividends may be subject to certain limitations, and the calculation of our profit under the Accounting Standards for Business Enterprises may differ in certain respects from the calculation under the IFRS. The declaration, payment and amount of any future dividends are subject to the discretion of our Directors, after taking into account various factors, including our results of operations, financial condition, cash flows, capital expenditure requirements, market conditions, our strategic plans and prospects for business development, regulatory restrictions on the payment of dividends and other factors as our Directors may deem relevant, and subject to the approval at Shareholders' meeting. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the applicable PRC laws and regulations.

Our Board may declare dividends in the future after taking into account our financial condition, results of operations, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the PRC laws and regulations and requires approval at our Shareholders' meeting. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

Under the existing foreign exchange regulations of the PRC, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements. However, approval from or registration with competent government authorities is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. If we fail to obtain sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our Shareholders. Further, we cannot assure you that new regulations will not be promulgated in the future that could affect the remittance of Renminbi into or out of China.

You should not place any reliance on any information released by us in connection with the listing of our A Shares on the Shanghai Stock Exchange.

As our A Shares are listed on the Shanghai Stock Exchange STAR Market, we have been subject to periodic reporting and other information disclosure requirements in the PRC. As a result, from time to time, we publicly release information relating to us on the Shanghai Stock Exchange or other media outlets designated by the CSRC. However, the information announced by us in connection with our A Shares listing is based on regulatory requirements of the securities authorities, industry standards and market practices in the PRC, which are different from those applicable to the [**REDACTED**]. The presentation of financial and operational information for the Track Record Period disclosed on the Shanghai Stock Exchange or other media outlets may not be directly comparable to the financial and operational information

contained in this document. Therefore, prospective [**REDACTED**] in our H Shares should be reminded that, in making their [**REDACTED**] decisions as to whether to [**REDACTED**] in our H Shares, should rely only on the financial, operating and other information included in this document. By applying to [**REDACTED**] our H Shares in the [**REDACTED**], you will be deemed to have agreed that you will not rely on any information other than that contained in this document and any formal announcements made by us in Hong Kong with respect to the [**REDACTED**].

Certain facts, forecast and other statistics in this document that were derived from official publications may not be fully reliable.

Certain facts, forecast and other statistics in this document were derived from official publications, including government and official resources. We believe that the sources of the said information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. Nevertheless, information from government and official sources has not been independently verified by us, the Joint Sponsors, the [**REDACTED**], any of the [**REDACTED**], any of their respective directors and advisors, or any other persons or parties involved in the [**REDACTED**] and, therefore, we make no representation as to the accuracy of such facts and statistics. Further, we cannot assure our [**REDACTED**] that they are stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In all cases, our [**REDACTED**] should consider carefully how much weight or importance should be attached to or placed on such facts or statistics.

Forward-looking statements contained in this document are subject to risks and uncertainties.

This document contains certain statements and information that are forward-looking and uses forward-looking terminology such as "aim," "anticipate," "believe," "could," "predict," "going forward," "intend," "plan," "project," "seek," "expect," "may," "should," "would" or "will" and the negative of these terms as well as similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations or warranties by us that our plans and objectives will be achieved and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. Subject to the requirements of the Listing Rules, we do not intend publicly to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to this cautionary statement.

You should read the entire document carefully, and we strongly caution you not to place any reliance on any information contained in press articles or other sources regarding us or the [REDACTED].

We may be subject to press and media coverage prior to the publication of this document, and subsequent to the date of this document but prior to the completion of the [**REDACTED**]. The press and media may include certain financial information, industry comparisons, profit forecasts and other information about us that does not appear in this document.

You should rely solely upon the information contained in this document, the [**REDACTED**] and any formal announcements made by us in Hong Kong in making your [**REDACTED**] decision regarding the H Shares. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding ourselves or the [**REDACTED**].

We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information, reports or publications. Accordingly, prospective investors should not rely on any such information, reports or publications in making their [**REDACTED**] decisions regarding the [**REDACTED**].

In making their decisions as to whether to [**REDACTED**] in our H Shares, prospective investors should only rely on the financial, operational and other information included in this document, the [**REDACTED**] and any formal announcements made by us in Hong Kong. By applying to purchase our H Shares in the [**REDACTED**], you will be deemed to have agreed that you will not rely on any information other than that contained in this document, the [**REDACTED**] and any formal announcements made by us in Hong Kong.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

In preparation for the [**REDACTED**], we have sought the following waivers from strict compliance with the Listing Rules and certificate of exemptions from strict compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not have sufficient management presence in Hong Kong for the purposes of Rule 8.12 and Rule 19A.15 of the Listing Rules.

Our Group's management headquarters, senior management, business operations and assets are primarily based outside Hong Kong. The Directors consider that the appointment of executive directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company or the Shareholders as a whole. Therefore, our Company does not, and does not contemplate in the foreseeable future that we will, have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under the Listing Rules.

Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 8.12 and 19A.15 of the Listing Rules. We will ensure that there is an effective channel of communication between the Stock Exchange and us by way of the following arrangements:

(i) **Authorized representatives**: both of our Company's authorized representatives, Dr. Zhang Xiaolin (張小林) and Ms. Tsui Ka Yan (崔嘉欣), will act as our Company's principal channels of communication with the Stock Exchange. Accordingly, the authorized representatives of our Company will be able to meet with the relevant members of the Stock Exchange on reasonable notice and will be readily contactable by telephone, facsimile and/or email.

Each of the authorized representatives of our Company has means of contacting all Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange proposes to contact a Director with respect to any matter;

(ii) **Directors**: each Director has provided their mobile phone number, office phone number, fax number, if any, and e-mail address to the authorized representatives of our Company and the Stock Exchange, and in the event that any Director expects to travel or otherwise be out of the office, they will provide the phone number of the place of their accommodation to the authorized representatives.

Each of our Directors not ordinarily residing in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and will be able to meet with the relevant members of the Stock Exchange within a reasonable period of time;

(iii) **Compliance advisor**: we have appointed First Shanghai Securities Limited as our Compliance Advisor, in compliance with Rule 3A.19 of the Listing Rules, who will, among other things and in addition to the authorized representatives and our Directors, also act as an additional channel of communication with the Stock Exchange from the [**REDACTED**] to the date when our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year immediately following the [**REDACTED**]. Pursuant to the Note of Rule 3A.23, the Compliance Advisor will have access at all times to our authorized representatives, our Directors and other officers. We shall also ensure that our authorized representatives, Directors and other officers will promptly provide such information and assistance as the Compliance Advisor may need or may reasonably require in connection with the performance of the Compliance Advisor's duties as set forth in Chapter 3A of the Listing Rules. We shall ensure that there are adequate and efficient means of communication among our Company, our authorized representatives, our Directors, other officers and the Compliance Advisor, and will keep the Compliance Advisor fully informed of all communications and dealings between the Stock Exchange and us.

Any meeting between the Stock Exchange and our Directors will be arranged through the authorized representatives or the Compliance Advisor or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange promptly in respect of any changes in our authorized representatives and/or our Compliance Advisor; and

(iv) **Legal advisors**: we will also retain legal advisors to advise on on-going compliance requirements as well as other issues arising under the Listing Rules and other applicable laws and regulations of Hong Kong after the [**REDACTED**].

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary must be an individual who, by virtue of their academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Hong Kong Stock Exchange considers the following academic or professional qualifications to be acceptable:

(i) a member of The Hong Kong Chartered Governance Institute;

(ii) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and

(iii) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing the "relevant experience," the Hong Kong Stock Exchange will consider the individual's:

(i) length of employment with the issuer and other issuers and the roles he/she played;

(ii) familiarity with the Listing Rules and other relevant laws and regulations including the Securities and Futures Ordinance, the Companies Ordinance, the CWUMPO and the Takeovers Code;

(iii) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(iv) professional qualifications in other jurisdictions.

We have appointed Mr. Lyu Hongbin (吕洪斌) ("**Mr. Lyu**") as our joint company secretary with effect from the [**REDACTED**]. Our Group's key operations and principal business activities are conducted outside of Hong Kong. We believe that the company secretary role requires a person to be deeply familiar with our operations and the specific industry context, and to be able to cultivate strong relationships with both the Board and the management. It would be in the best interests of our Company and our corporate governance to have as its joint company secretary a person such as Mr. Lyu who has been with our Company since July 2020. As the chief financial officer of the Company, Mr. Lyu is deeply familiar with our operations and is able to cultivate strong relationships with both the Board and the management. Our Directors believe that Mr. Lyu's intimate knowledge of our Company and operations is essential for the performance of company secretary duties in the most effective and efficient manner. For biographical details of Mr. Lyu, see "Directors and Senior Management — Senior Management."

Since Mr. Lyu does not possess the qualifications stipulated in Rule 3.28 of the Listing Rules, he is not able to solely fulfill the requirements as a company secretary of a listed issuer stipulated under the Listing Rules. To support Mr. Lyu in performing the duties of company secretary, we have appointed Ms. Tsui Ka Yan (崔嘉欣) ("**Ms. Tsui**"), who is a member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and meets the requirements under Rule 3.28 of the Listing Rules, as a joint company secretary to provide assistance for a three-year period from the [**REDACTED**] so as to enable Mr. Lyu to acquire the relevant experience as required under Note 2 to Rule 3.28 of the Listing Rules to duly discharge his duties.

Accordingly, our Company has applied for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in relation to the appointment of Mr. Lyu as our joint company secretary. Pursuant to Chapter 3.10 of the Listing Guide, such waiver [has been] granted on the conditions that: (i) Ms. Tsui is appointed as a joint company secretary to assist Mr. Lyu in discharging his

functions as a company secretary and gaining the relevant experience under Rule 3.28 of the Listing Rules; this waiver will be revoked immediately if and when Ms. Tsui ceases to provide such assistance during the three-year period; and (ii) this waiver is subject to revocation in the event of any material breaches of the Listing Rules by our Company.

In addition, Mr. Lyu will comply with the annual professional training requirements under Rule 3.29 of the Listing Rules and enhance his understanding of the Listing Rules during the three-year period from the [**REDACTED**]. Our Company will further ensure that Mr. Lyu has access to the relevant training and support to familiarize himself with the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange. Prior to the expiration of the three-year period, our Company will further evaluate the qualifications and experience of Mr. Lyu to determine whether he has satisfied the requirements as stipulated under the Listing Rules and whether he needs further assistance. We will liaise with and assist the Stock Exchange in assessing whether Mr. Lyu, having benefited from the assistance of Ms. Tsui for three years, has acquired the skills necessary to carry out the duties of a company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

DISCLOSURE REQUIREMENTS IN RESPECT OF OUTSTANDING RESTRICTED STOCKS GRANTED UNDER 2022 SHARE INCENTIVE SCHEME

The Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance prescribe certain disclosure requirements in relation to the Restricted Stocks granted by our Company (the "**ESOP Disclosure Requirements**"):

(a) Rule 17.02(1)(b) of the Listing Rules stipulates that all material terms of a scheme must be clearly set out in the document. Our Company is also required to disclose in the document full details of all outstanding Restricted Stocks granted under the 2022 Share Incentive Scheme and their potential dilution effect on the shareholdings upon the [**REDACTED**] as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding Restricted Stocks;

(b) Paragraph 27 of Appendix D1A to the Listing Rules requires our Company to set out in the document particulars of any member of our Group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee; and

(c) Paragraph 10 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires our Company to disclose in the document the number, description and amount of any shares in or debentures of our Company which any person has or is entitled to be given, an option to subscribe for, together with the following particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures.

Paragraph 6 of Chapter 3.6 of the Guide for New Listing Applicants provides that in general, the Stock Exchange would grant waivers from disclosing the names and addresses of certain grantees in the listing document.

Paragraph 7 of Chapter 3.6 of the Guide for New Listing Applicants further provides that a waiver from the ESOP Disclosure Requirements is at least subject to the following conditions (the "**Waiver Conditions**"):

(a) demonstrating that the disclosure required under the relevant Listing Rules would be irrelevant or unduly burdensome;

(b) disclosing the following in the document:

(i) for each of the grantees who is (1) a Director, (2) a member of the senior management, or (3) a connected person, all the particulars required under the ESOP Disclosure Requirements;

(ii) for the remaining grantees, on an aggregate basis, (1) the aggregate number of grantees and the number of Restricted Stocks; (2) the exercise period of each Restricted Stock; (3) the consideration paid for the Restricted Stocks; and (4) the exercise price of the Restricted Stocks; and

(iii) the aggregate number of underlying Shares required to be issued to satisfy the Restricted Stocks; the percentage of such aggregate number of underlying Shares to the issued share capital; and the dilution effect and impact on earnings per share upon full exercise of the Restricted Stocks under the 2022 Share Incentive Scheme.

(c) making available for public inspection a full list of all grantees under the 2022 Share Incentive Scheme with all the particulars required under ESOP Disclosure Requirements.

As of the Latest Practicable Date, the 2022 Share Incentive Scheme was in effect, to which the ESOP Disclosure Requirements are applicable. For details, see "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document.

As of the Latest Practicable Date, the total number of Shares underlying the Restricted Stocks grantable under the 2022 Share Incentive Scheme amounted to 3,349,822 Shares, accounting for approximately [**REDACTED**]% of the total issued Shares upon completion of the [**REDACTED**] (assuming (i) the [**REDACTED**] is not exercised and (ii) no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the [**REDACTED**]), among which, Restricted Stocks representing 3,349,822 Shares had been granted to 80 grantees and remained outstanding and unexercised.

We have applied to (i) the Stock Exchange for a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Listing Rules; and (ii) the SFC for a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, respectively, on the grounds that strict compliance with the ESOP Disclosure Requirements would be unduly burdensome for our Company and the waiver and exemption would not prejudice the interest of the investing public, taking into account the following reasons:

(a) given that 80 grantees are involved under the 2022 Share Incentive Scheme, strict compliance with such disclosure requirements in setting out full details of all the grantees under the 2022 Share Incentive Scheme in the document would be costly and unduly burdensome for our Company in light of a significant increase in cost and time for information compilation and document preparation. For example, the disclosure of personal information of each grantee may require the consent of all grantees to comply with personal information privacy laws and principles. Given the number of grantees, obtaining their consent would cause an unnecessary burden on our Company;

(b) the grant and exercise in full of the Restricted Stocks under the 2022 Share Incentive Scheme will not cause any material adverse impact to the financial position of our Group;

(c) not fully compliant with the ESOP Disclosure Requirements would not prevent the Company from providing the potential investors with an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Company;

(d) material information relating to the Restricted Stocks, including the information required under the Waiver Conditions, has been disclosed in this document to provide prospective investors with sufficient information to make an informed decision; and

(e) the 2022 Share Incentive Scheme involves only A Shares which are not fungible with the H Shares for which [**REDACTED**] on the Stock Exchange is sought.

We have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Listing Rules in relation to the ESOP Disclosure Requirements on the conditions that:

(a) a summary of the latest terms of the 2022 Share Incentive Scheme is disclosed in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document;

(b) full details of the Restricted Stocks granted by our Company to the Directors, senior management and the connected person, on an individual basis, as required under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to the Listing Rules, and paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, have been disclosed in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document;

(c) with respect to the Restricted Stocks granted to the remaining grantees (being grantees who are not the Directors, senior management or other connected persons), disclosure has been made on an aggregate basis categorized into groups based on the number of Shares underlying the outstanding Restricted Stocks, being (a) 1 to 2,000, (b) 2,001 to 5,000, (c) 5,001 to 10,000, (d) 10,001 to 100,000 and (e) 100,001 and above, and in respect of each group of Shares, the following details are disclosed in this document: (a) the number of grantees and number of Shares underlying the Restricted Stocks, (b) the exercise period of the Restricted Stocks, and (c) the exercise price of the Restricted Stocks;

(d) the total number of Shares underlying the outstanding Restricted Stocks under the 2022 Share Incentive Scheme and the percentage to the total issued Shares represented by such number of Shares as of the Latest Practicable Date are disclosed in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document;

(e) the dilutive effect and impact on earnings per share upon the full issue and registration of the Restricted Stocks upon completion of the [**REDACTED**] are disclosed in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document;

(f) a full list of all the grantees with outstanding Restricted Stocks under the 2022 Share Incentive Scheme, containing all the details as required under paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance will be made available for public inspection in accordance with "Appendix VII — Documents Delivered to the Registrar of Companies and Available on Display — Documents Available for Inspection" to this document; and

(g) the grant of a certificate of exemption under the Companies (Winding Up and Miscellaneous Provisions) Ordinance from the SFC exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

We have applied to the SFC for, and the SFC [has granted] us, a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with paragraph 10(d) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that:

(a) full details of the Restricted Stocks granted by our Company to the Directors, senior management and other connected persons, on an individual basis, as required under paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, have been disclosed in "Appendix VI — Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" to this document;

(b) with respect to the Restricted Stocks granted to the remaining grantees (being grantees who are not the Directors, senior management or other connected persons), disclosure has been made on an aggregate basis categorized into groups based on the number of Shares underlying the outstanding Restricted Stocks, being (a) 1 to 2,000, (b) 2,001 to 5,000, (c) 5,001 to 10,000, (d) 10,001 to 100,000 and (e) 100,001 and above, the following details are disclosed in this document: (a) the number of grantees and number of Shares underlying the Restricted Stocks, (b) the exercise period of the Restricted Stocks, and (c) the exercise price of the Restricted Stocks;

(c) a full list of all the grantees with outstanding Restricted Stocks under the 2022 Share Incentive Scheme, containing all the details as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance will be made available for public inspection in accordance with "Appendix VII — Documents Delivered to the Registrar of Companies and Available on Display — Documents Available for Inspection" to this document; and

(d) the particulars of the exemption will be disclosed in this document, and this document will be issued on or before [**REDACTED**].

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

[**REDACTED**]

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

[**REDACTED**]

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

[**REDACTED**]

[REDACTED]

[**REDACTED**]

[REDACTED]

[**REDACTED**]

[REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Dr. Zhang Xiaolin (張小林)	Room 416 No. 1800 Jinke Road Pudong New Area Shanghai PRC	American
Ms. Kang Xiaojing (康曉靜)	Room 1201, No. 132 Lane 1799, Yinchun Road Minhang District Shanghai PRC	Chinese
Non-executive Directors		
Dr. Lu Simon Dazhong (呂大忠)	Room 510, Building 48 No. 478, Fanghua Road Pudong New Area Shanghai PRC	Canadian
Mr. Rodolphe Peter André Grépinet	1 Sherlock road, CB3 0HR Cambridge U.K.	French
Independent Non-executive Directors		
Dr. Jiang Bin (姜斌)	Room 102, No. 39 Lane 395, Shuangyang North Road Yangpu District Shanghai PRC	Chinese
Dr. Zhu Guanshan (朱冠山)	Room 1001, No. 27 Lane 99, Qi'ai Road Pudong New Area Shanghai PRC	Chinese

Name	Address	Nationality
Ms. An Meixia (安梅霞)	Unit 37-1, Qixia Yingcui, Huangshan Country Garden Community No. 16 Meilin Avenue Economic Development District Huangshan Anhui Province PRC	Chinese
Ms. Wang Tianyou (王天佑)	Flat B, 12/F, Tower 1A Grand Austin, No. 9 Tsim Sha Tsui Austin Road Kowloon Hong Kong	Chinese (Hong Kong)

For further details regarding our Directors, please see "Directors and Senior Management — Board of Directors."

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

Goldman Sachs (Asia) L.L.C.
68/F, Cheung Kong Center
2 Queen's Road Central
Hong Kong

Huatai Financial Holdings (Hong Kong) Limited
62/F, The Center
99 Queen's Road Central
Hong Kong

[**REDACTED**]

Legal Advisors to our Company

as to Hong Kong and U.S. laws:

Kirkland & Ellis
26/F, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

as to PRC law:

Zhong Lun Law Firm
22-24/F & 27-31/F, South Tower
CP Center
20 Jin He East Avenue
Chaoyang District
Beijing
PRC

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THE PHARMACEUTICAL MARKET

Overview

The global pharmaceutical industry continues to expand amid demographic aging, rising healthcare expenditure and sustained scientific innovation. The global pharmaceutical market increased from US$1,333.0 billion in 2020 to US$1,663.8 billion in 2024 at a CAGR of 5.7%, and is projected to reach US$2,427.9 billion in 2035, representing a CAGR of 3.5% from 2024 to 2035. As a major engine of global pharmaceutical growth, the pharmaceutical market in China increased from US$202.6 billion in 2020 to US$240.8 billion in 2024 at a CAGR of 4.4%, and is expected to reach US$460.9 billion in 2035, representing a CAGR 6.1% from 2024 to 2035.

China has successfully transformed from a generics-focused market into an innovation-oriented ecosystem, driven by regulatory reforms such as the Marketing Authorization Holder ("**MAH**") system and NRDL inclusion that incentivize first-in-class and best-in-class development. The growing sophistication of China's R&D is evidenced by the FDA approval of ten China-originated drugs by 2025, eight of which have been authorized since 2023, underscoring a rapid integration into global regulatory standards. In line with this surge, assets in China contributed to approximately 30% of global business development transaction value in 2024, which highlights a significant rise from 6% in 2020. In addition, underpinned by competitiveness in immunotherapy, antibodies, small molecules, and cell therapy, pharmaceutical companies in China have positioned themselves as pivotal engines of global innovation and cross-border collaboration.

Key Therapeutic Areas: Oncology and Inflammation & Immunology

Oncology and inflammatory & immunology ("**I&I**") diseases represent the two of the most significant therapeutic areas globally, collectively driving substantial market demand. In 2024, oncology drugs held the leading position in the global pharmaceutical market, with a market share of 15.8%. This dominance was mirrored in China, where oncology ranked first with a market share of 15.4% . In contrast, a structural divergence exists in the I&I segment

— while I&I therapies accounted for approximately 12.3% of the global market in 2024, they represented only 4.4% in China. This significant disparity underscores a profound under-penetration of I&I treatments domestically, highlighting a compelling growth opportunity for innovative therapies to bridge this gap and address increasing clinical demand.

Development of Small-molecule Drugs

Within the broader context of precision medicine, despite the emergence of diverse therapeutic modalities, small-molecule drugs continue to maintain a substantial market presence, underpinned by distinct and enduring competitive advantages, including:

- *Patient convenience.* Oral formulations enables self-administration, significantly reducing dependence on hospital-based infusions that are commonly required for biologic therapies.

- *Tissue penetration.* Small-molecule structure facilitates superior tissue and cellular penetration, enabling access to intracellular targets that are largely inaccessible to large-molecule biologics.

- *Cost efficiency.* Streamlined manufacturing and supply chains translate into lower production costs, improved affordability and greater scalability.

- *Global access.* The elimination of cold-chain dependencies simplifies logistics, enhancing market access, reimbursement feasibility and payer acceptance across global markets.

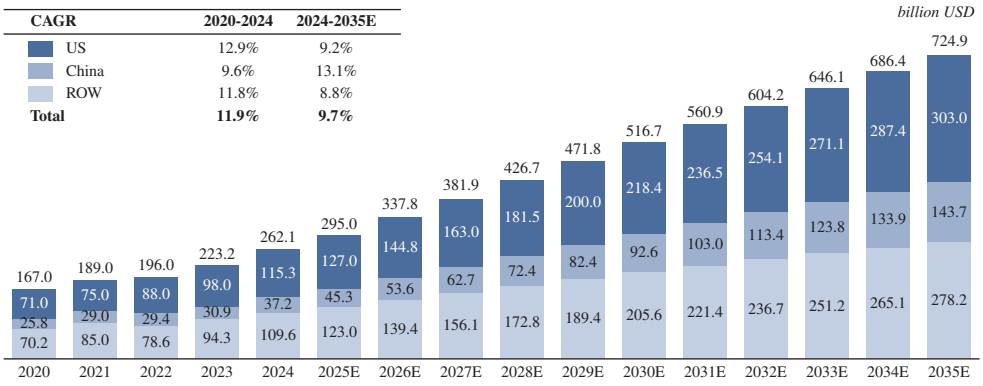
- *Combination potential.* Oral administration, together with rapid systemic clearance, enables seamless integration into combination therapy regimens, balancing maximized therapeutic efficacy with an optimized safety profile.

THE ONCOLOGY THERAPEUTICS MARKET

The Oncology Therapeutics Market Size

According to CIC, the global oncology treatment drug market grew from US$167.0 billion in 2020 to US$262.1 billion in 2024 at a CAGR of 11.9%, and is expected to reach US$724.9 billion in 2035, representing a CAGR of 9.7% from 2024 to 2035. In China, the market grew from US$25.8 billion in 2020 to US$37.2 billion in 2024, and is expected to reach US$143.7 billion in 2035, representing a CAGR of 13.1% from 2024 to 2035. The growth of the global oncology treatment market is driven by rising cancer prevalence and expanding access to diagnosis and treatment. It is further accelerated by the adoption of innovative therapies, sustained investment in R&D, favorable reimbursement and policy support, particularly in high-growth markets such as China.

The Oncology Drug Market Size, 2020-2035E



Source: Globocan, SEER, FDA, NMPA, NHSA, Drug labels, Annual reports, CIC

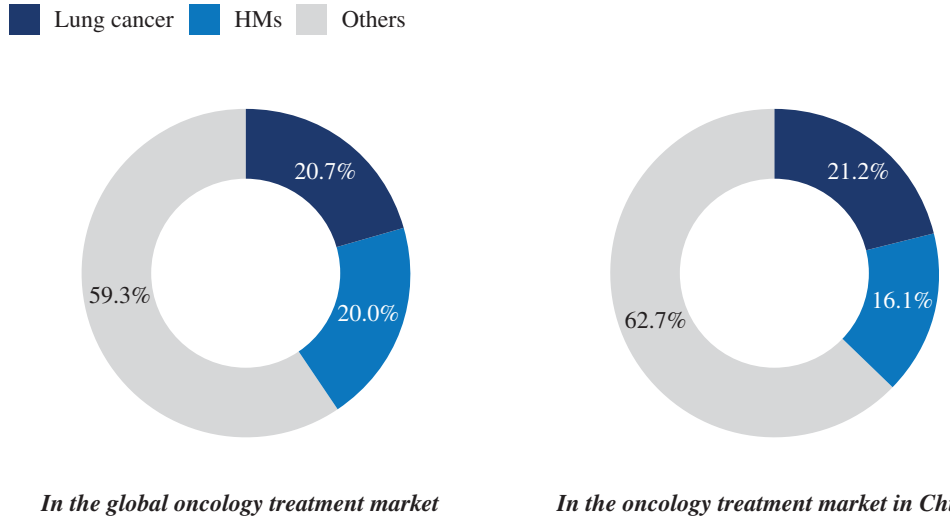
Key Tumor Types: Lung Cancer and Hematologic Malignancies

Within the global oncology therapeutics landscape, lung cancer and hematologic malignancies ("**HMs**") represent two of the major tumor market segments, together accounting for over 40% of the total oncology treatment market in 2024.

Lung cancer remains the leading type among solid tumors, with an incidence of over 2.5 million cases globally in 2024, of which approximately 40% were reported in China — where incidence levels were approximately two-fold higher than the next most common cancer. Consequently, lung cancer continues to represent a significant disease burden both globally and specifically in China, with 5-year survival rates of approximately 28.1% in the U.S. and 28.7% in China.

HMs encompass cancers originating from blood-forming tissues, such as the bone marrow, or from immune cells. They result from abnormal differentiation of hematopoietic stem cells ("**HSCs**"), which give rise to all blood cell types through myeloid and lymphoid lineages. In 2024, the global prevalence of HMs exceeded 5.6 million cases, including over 1.0 million cases in China, which accounts for about 20% of global cases.

Oncology Market Composition by Key Therapeutic Areas in terms of sales value, 2024



In the global oncology treatment market ***In the oncology treatment market in China***

Source: WHO, Annual reports, CIC

Key Challenges in Global Oncology Therapeutics Market

- *Drug resistance.* Some cancers are inherently resistant to certain therapies, while others acquire resistance after initial response. Resistance leads to relapse and progression, remaining the foremost challenge to durable cancer control.

- *Blood brain barrier* ("***BBB***"). The BBB maintains brain homeostasis but blocks most anticancer drugs from reaching therapeutic concentrations in the central nervous system ("**CNS**"). Consequently, cancers with CNS metastases are associated with a poorer prognosis. In addition, rationally designing molecules that can cross the BBB while maintaining adequate potency, selectivity, and systemic safety remains technically challenging, given the stringent physicochemical constraints and the risk of off-target CNS toxicity.

- *Tumor heterogeneity.* Diverse cellular subclones and microenvironmental factors drive variable drug sensitivity and adaptive escape mechanisms. This biological complexity underscores the need for combination strategies and precision approaches.

- *Safety concern.* Safety remains a key challenge in oncology drug development, as many agents are associated with significant toxicities that limit optimal dosing, adherence, and long-term use.

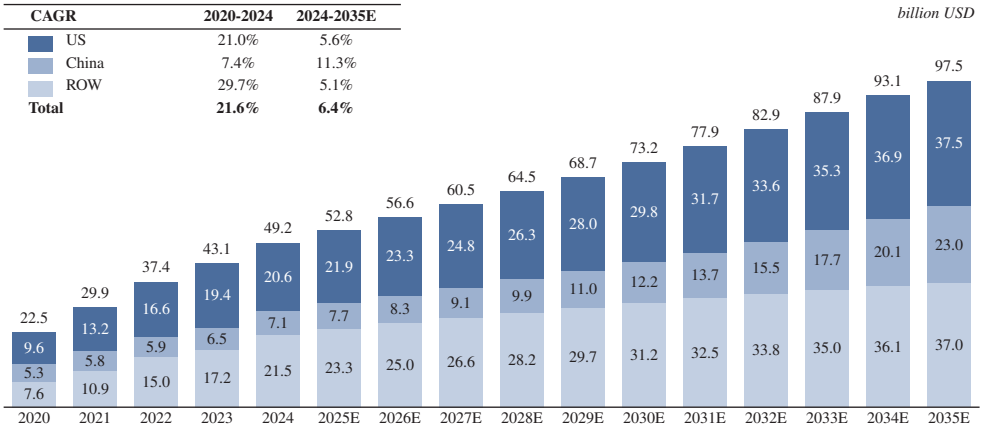
The Non-small Cell Lung Cancer Market

Overview

Lung cancer remains one of the highest-burden cancers globally, with non-small cell lung cancer ("**NSCLC**") accounting for around 85% of all cases and exhibiting increasing incidence across major regions. According to CIC, global NSCLC incidence is projected to increase from approximately 1.9 million cases in 2020 to 2.9 million cases in 2035. China substantially drives this growth, with incidence expected to grow from approximately 0.8 million cases in 2020 to 1.3 million cases in 2035. In addition, 55% NSCLC patients are diagnosed at an advanced stage. Consequently, it remains a leading cause of cancer mortality and represents a substantial and persistent unmet medical need globally and in China.

According to CIC, the global NSCLC drug market grew from US$22.5 billion in 2020 to US$49.2 billion in 2024 at a CAGR of 21.6%, and is projected to reach US$97.5 billion in 2035, representing a CAGR of 6.4% from 2024 to 2035. China remains a key growth engine, with its market size increasing from US$5.3 billion in 2020 to US$7.1 billion in 2024 at a CAGR of 7.4% and expected to reach US$23.0 billion in 2035, reflecting an CAGR of 11.3% from 2024 to 2035.

The NSCLC Drugs Market Size, 2020-2035E



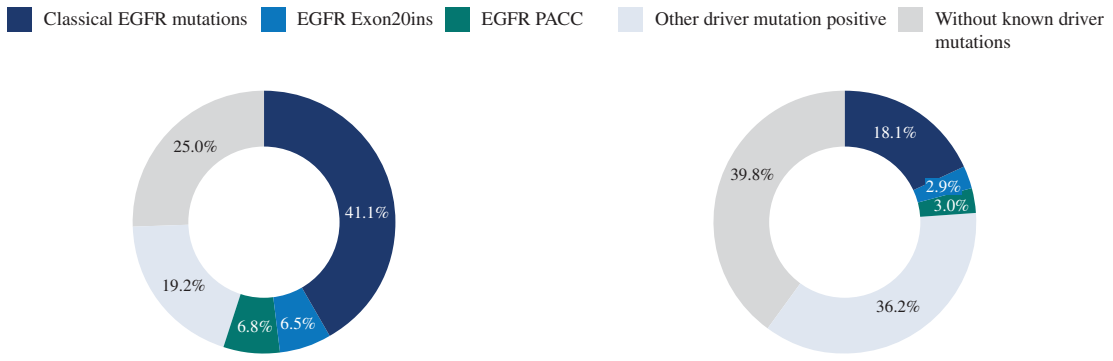
Source: Globocan, SEER, FDA, NMPA, NHSA, Drug labels, Annual reports, CIC

Key molecular subtypes in NSCLC

The NSCLC molecular subtypes could be divided into driver mutation positive and those without known driver mutations. Driver mutation positive NSCLC accounts for approximately 75% of cases in Asian populations and 58% in Western populations. NSCLC patients with driver mutation positive status harbor actionable alterations in genes such as Epidermal Growth Factor Receptor ("**EGFR**"), Anaplastic Lymphoma Kinase ("**ALK**"), ROS Proto-Oncogene 1 ("**ROS1**"), and others.

EGFR is the most prevalent molecular subtype of NSCLC. This landscape is characterized primarily by classical exon 19 deletions and the L858R mutation, while the T790M mutation is a key resistance mutation that frequently emerges following treatment with early-generation EGFR tyrosine kinase inhibitors ("**EGFR TKIs**"). Atypical mutations include exon20ins, PACC (G719X, S768I and others), and others. The prevalence of EGFR mutation varies significantly between China and U.S. patients. In China, EGFR-mutated NSCLC accounts for over 50% cases, while in the U.S. and other Western populations, the prevalence is markedly lower, accounting for only 24%. The chart below illustrates the molecular subtypes of NSCLC in terms population cohorts.

Distribution of Driver Mutation in Key Molecular Subtypes of NSCLC



Distribution of driver mutation in Asian population

Distribution of driver mutation in Western population

Source: Healthbook TIMES Onco Hema., Int. J. Mol. Sci., Nature Portfolio, Journal of Clinical Medicine, Heliyon, J Clin Oncol., CIC

The EGFR Exon20ins NSCLC Market

Overview of EGFR exon20ins NSCLC

EGFR exon20ins mutations account for approximately 12% to 15% of total EGFR mutant patients. The global incidence of EGFR exon20ins NSCLC increased from 63.7 thousand cases in 2020 to 74.6 thousand cases in 2024 and is expected to reach 99.6 thousand cases in 2035. In China, incidence increased from 41.2 thousand cases in 2020 to 48.3 thousand cases in 2024 and is anticipated to reach 65.7 thousand cases in 2035.

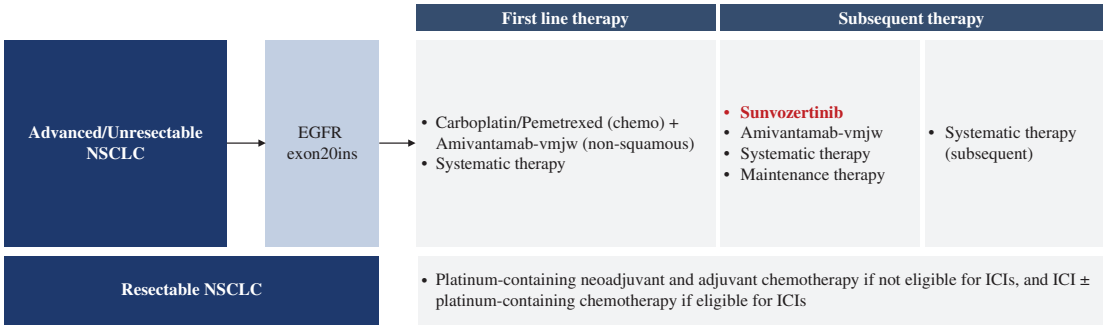
EGFR exon20ins mutations are difficult to target because exon20 insertions alter the kinase domain conformation, creating steric hindrance that prevents most first-, second-, and third-generation EGFR TKIs from binding effectively. Therefore, EGFR exon20ins NSCLC patients do not respond well to prevailing EGFR TKIs. Previously, the detection rate of exon20ins mutations in NSCLC remains relatively low due to lack of approved therapies specifically for this patient cohort. However, with the development and commercialization of targeted drugs specifically approved for exon20ins mutations, more sensitive detection approaches will be increasingly adopted, potentially leading to increasing identified cases.

Treatment paradigm and unmet needs for EGFR exon20ins NSCLC

Treatment paradigm for EGFR exon20ins NSCLC

Under the NCCN guidelines, patients with advanced NSCLC harboring EGFR exon20ins insertion mutations are managed with carboplatin/pemetrexed plus amivantamab-vmjw as the preferred first-line regimen for non-squamous disease. Upon progression, recommended subsequent-line options include sunvozertinib, amivantamab-vmjw, and other systemic therapies, with further systemic treatment considered in later lines depending on patient status.

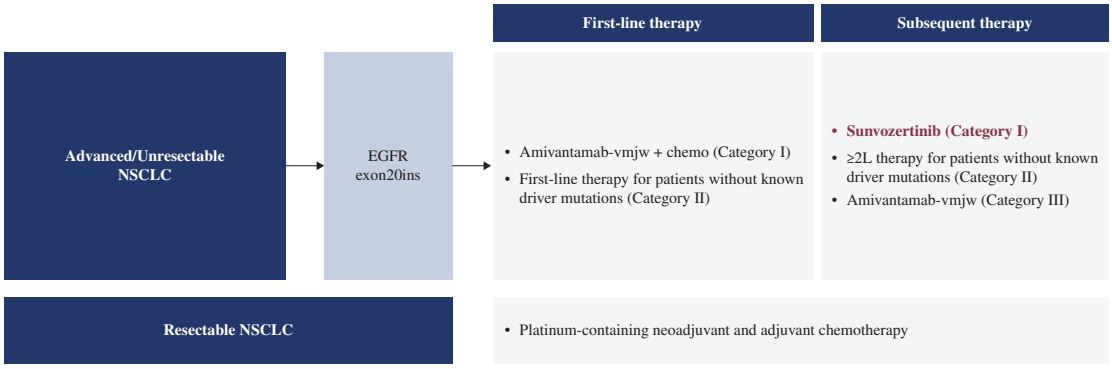
Treatment Paradigm for EGFR Exon20ins NSCLC, NCCN (the U.S.)



Source: NCCN, CIC

Under the CSCO guidelines, first-line treatment for EGFR exon20ins insertion-positive advanced NSCLC prioritizes amivantamab-vmjw in combination with chemotherapy as a Category I recommendation. For subsequent-line therapy, sunvozertinib is recommended as a Category I option, alongside regimens for patients without known driver mutations (Category II) and amivantamab-vmjw (Category III), reflecting a structured, stepwise approach across treatment settings.

Treatment Paradigm for EGFR Exon20ins NSCLC, CSCO (China)



Source: CSCO, CIC

Unmet needs in EGFR exon20ins NSCLC

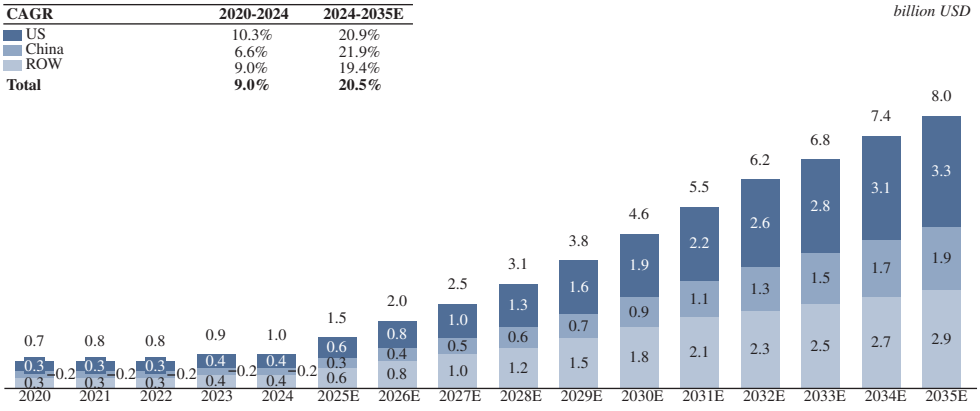
- For second-line advanced and non-resectable EGFR exon20ins NSCLC, prior to availability of effective targeted options (e.g. ZEGFROVY® and Rybrevant®), chemotherapy delivered only modest responses and short disease control, underscoring a large gap versus classic EGFR mutations where targeted therapy is highly active. For first-line setting, despite the progress demonstrated by amivantamab-vmjw combined with platinum-containing chemotherapy, which showed an objective response rate ("**ORR**") of 67% and a median progression-free survival ("**PFS**") of 11.4 months, the outcomes remain inferior to the survival benefits achieved by osimertinib in NSCLC patients with classical EGFR mutations. Overall, the treatment landscape remains constrained by lack of options that are simultaneously safe, effective, and convenient.

- For resectable NSCLC with EGFR exon20ins mutations, the NCCN guidelines do not provide mutation-specific neoadjuvant or adjuvant targeted therapy recommendations. Management generally follows standard pathways used for resectable EGFR-mutant NSCLC. CSCO similarly does not recommend targeted therapy specifically for EGFR exon20ins mutations in the perioperative setting. For resectable disease, platinum-containing neoadjuvant and adjuvant chemotherapy remains the standard of care. There is a lack of targeted adjuvant therapies for EGFR exon20ins mutant NSCLC patients.

The market size of EGFR exon20ins NSCLC

The global EGFR exon20ins NSCLC market grew from US$0.7 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 9.0%, and is expected to increase to US$8.0 billion in 2035, representing a CAGR of 20.5% from 2024 to 2035.

The EGFR Exon20ins NSCLC Market Size, 2020-2035E



Source: NCCN, CSCO, CIC

Global competitive landscape of EGFR exon20ins NSCLC therapies

As of the Latest Practicable Date, there were two approved drugs for EGFR exon20ins NSCLC globally — ZEGFROVY® (舒沃哲®) and Rybrevant® (锐珂®, amivantamab-vmjw). As of the same date, seven drug candidates had advanced to Phase 2 clinical development or beyond globally, as illustrated below.

Global Approved Drugs and Drug Candidates Under Clinical Development (Phase 2 or Beyond) for EGFR Exon20ins NSCLC

Drug	Company	Target	Modality	Indication	Treatment Line	Mono/Combo	Clinical Stage	Approval Date/First Posted Date	Location
ZEGFROVY® (DZD9008)	Our Company	EGFR	Small-molecule	Locally advanced/metastatic NSCLC with EGFR exon20ins mutation progressing on/after platinum-containing chemotherapy	2L/2L+	Mono	Approved	NMPA: 2023-08-22 FDA: 2025-07-02	Global
				EGFR exon20ins NSCLC	1L	Mono	3	2022-12-30	Global
				EGFR exon20ins NSCLC	Adjuvant	Mono	3	2025-08-12	Global
Amivantamab	J&J	EGFR/c-MET	Antibody	NSCLC with EGFR exon20ins mutation	1L	Combo with chemo (platinum-containing)	Approved	NMPA: 2025-02-11 FDA: 2021-05-24	Global
PLB1004	Avistone	EGFR	Small-molecule	EGFR exon20ins NSCLC	2L+	Mono	NDA	2025-05-22	China
				EGFR exon20ins nsq NSCLC	1L	Mono	3	2024-01-09	China
Firmonertinib	Allist/ArriVent	EGFR	Small-molecule	EGFR exon20ins NSCLC	2L+	Mono	NDA	2025-07-24	China
				EGFR exon20ins nsq NSCLC	1L	Mono	3	2023-05-11	Global
YK-029A	Puhe Biopharma	EGFR	Small-molecule	EGFR exon20ins NSCLC	1L	Mono	3	2023-03-23	China
Zipalertinib (CLN081)	Taiho Oncology/ Zai Lab	EGFR	Small-molecule	EGFR exon20ins nsq NSCLC	1L	Combo	3	2023-08-03	Global
					1L/2L	Mono/combo	2	2023-08-01	Global
JMT101	CSPC Pharma/ JMT-Bio	EGFR	Antibody	EGFR exon20ins NSCLC	1L	Combo	3	2024-04-11	China
					2L+	Combo	2	2021-11-24	China
BEBT-109	BeBetter Med	EGFR	Small-molecule	EGFR exon20ins NSCLC	2L+	Mono	2	2021-12-31	China
					1L	Combo	2	2024-06-18	China

Source: Clinicaltrials.gov, FDA, NMPA, CDE, CIC

The EGFR PACC NSCLC Market

Overview of EGFR PACC NSCLC

Among EGFR mutations, P-loop and αC-helix compressing ("**PACC**") mutations account for about 12.5% and are widely distributed across exons 18 to 21. The global incidence of EGFR PACC NSCLC increased from 65.3 thousand cases in 2020 to 75.9 thousand cases in 2024 and is expected to reach 101.5 thousand cases in 2035. In China, incidence grew from 42.8 thousand cases in 2020 to 50.2 thousand cases in 2024 and is anticipated to reach 68.2 thousand cases in 2035.

The pronounced molecular heterogeneity of EGFR PACC mutations poses a substantial risk of under-detection by conventional PCR-based assays, whereas next-generation sequencing ("**NGS**") enables comprehensive identification of rare PACC mutations. Accordingly, NGS is the recommended approach for full-spectrum detection of PACC alterations. PACC mutations alter the orientation of the P-loop and the αC-helix, leading to changes in spatial conformation that affect TKI binding. These mutations also reduce the size of the drug-binding pocket and compress the hydrophobic region, making it difficult for traditional EGFR TKIs to bind stably, thereby limiting their therapeutic efficacy.

Treatment paradigm and unmet needs for EGFR PACC NSCLC

No targeted therapies have been approved for EGFR PACC NSCLC. The NCCN guidelines recommend afatinib or osimertinib as first-line therapy for EGFR G719X, S768I and related mutations. Other options include dacomitinib, erlotinib, gefitinib, or following the approach used for patients without identifiable driver mutations.

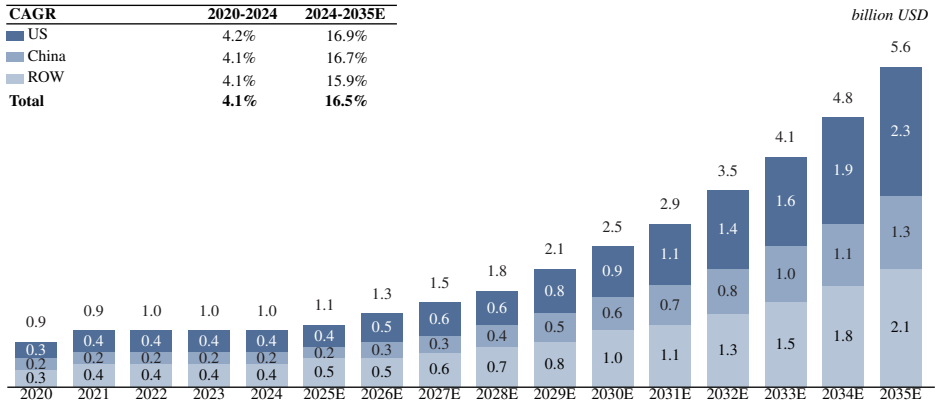
In the treatment of advanced-stage and non-resectable EGFR PACC NSCLC, second-generation EGFR TKIs demonstrate activity against selected PACC mutations and L861Q. While achieving a median PFS of 10.6 months versus chemotherapy, this regimen is limited by significant toxicity, with Grade 3 or higher TRAEs reported in at least 40% of patients. Osimertinib has been studied in similar subsets but has failed to demonstrate survival superiority over second-generation agents. Its safety profile in this cohort also remains inconclusive, potentially stemming from a limited affinity for PACC variants. Consequently, current therapies provide only modest benefit and partial mutation coverage, highlighting the need for a therapy that can broadly and effectively target the full spectrum of PACC mutations.

For resectable EGFR PACC NSCLC patients, there have not been treatment guidelines or expert consensus available for this specific patient cohort.

The market size of EGFR PACC NSCLC

The global EGFR PACC NSCLC market grew from US$0.9 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 4.1%, and is expected to reach US$5.6 billion in 2035, representing a CAGR of 16.5% from 2024 to 2035.

The EGFR PACC NSCLC market size, 2020-2035E



Source: NCCN, CSCO, CIC

Global competitive landscape of EGFR PACC NSCLC therapies

As of the Latest Practicable Date, no drug had been approved for EGFR PACC NSCLC globally. As of the same date, there were four drug candidates under clinical development globally, as illustrated below.

Global Drug Candidates Under Clinical Development for EGFR PACC NSCLC

Drug	Company	Target	Indication	Treatment Line	Mono/Combo	Clinical Stage	First Posted Date	Location
Sunvozertinib	Our Company	EGFR	EGFR PACC NSCLC	Adjuvant	Mono/Combo	3	2025-08-12	Global
				1L	Mono	post-PoC	/	China
Firmonertinib	Allist/ArriVent	EGFR	EGFR PACC NSCLC	Adjuvant	Mono/Combo	3	2025-06-06	China
				1L	Mono	3	2025-05-02	China, the U.S.
PLB1004	Avistone	EGFR	EGFR PACC nsqNSCLC	1L	Mono	2/3	2025-12-09	China
Enozertinib (ORIC-114)	ORIC	EGFR/HER2	NSCLC with atypical EGFR mutation	3L+	Mono	1/2	2022-04-07	Global

Source: Clinicaltrials.gov, CDE, CIC

The EGFR-mutant NSCLC Market

Overview of EGFR-mutant NSCLC

Driver EGFR mutations represent a major molecular subset of NSCLC, with an overall prevalence of approximately 30% globally and over 50% in China. These mutations are dominated by the classical exon 19 deletions and exon 21 L858R mutation, which collectively account for around 75% of EGFR-mutant cases. NSCLC harboring these classical EGFR mutations is referred to as EGFR-mutant NSCLC.

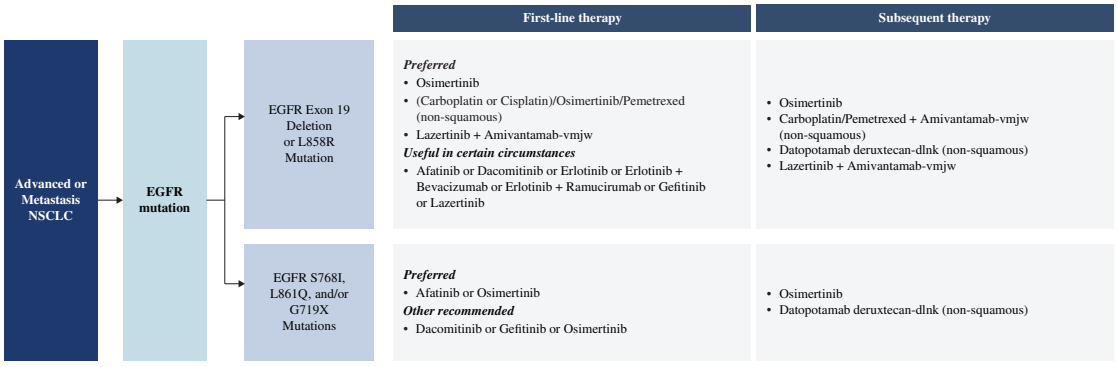
The global incidence of EGFR-mutant NSCLC increased from 529.8 thousand cases in 2020 to 615.1 thousand cases in 2024 and is projected to rise to 821.6 thousand cases in 2035. In China, incidence grew from 342.4 thousand cases in 2020 to 401.4 thousand cases in 2024 and is anticipated to reach 545.6 thousand cases in 2035.

Treatment paradigm and unmet needs for EGFR-mutant NSCLC

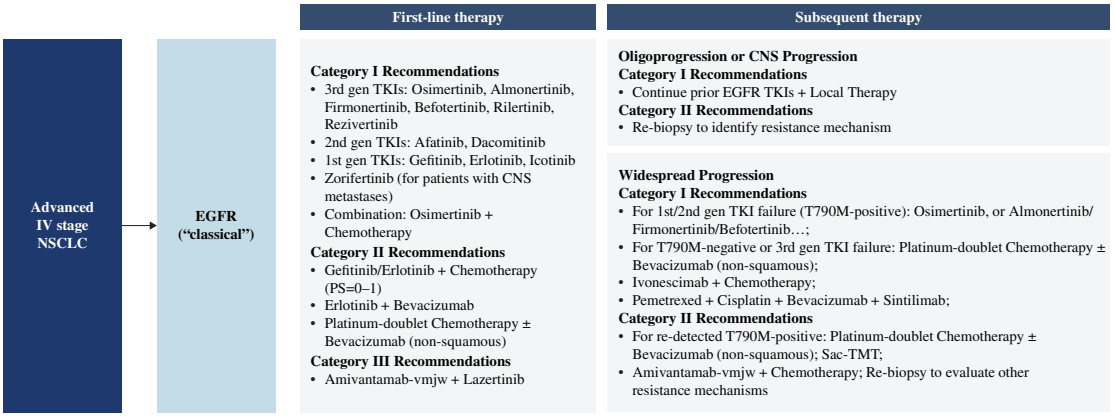
Treatment paradigm for EGFR-mutant NSCLC

The following table sets forth the treatment paradigm for EGFR-mutant NSCLC recommended by NCCN and CSCO. Through successive generational advances in EGFR-targeted therapy, the standard of care for EGFR-mutated NSCLC has evolved toward third-generation EGFR TKIs, which are specifically designed to selectively inhibit both driver EGFR mutations and the T790M mutation.

Treatment Paradigm for EGFR-mutant NSCLC, NCCN (the U.S.)



Treatment Paradigm for EGFR-mutant NSCLC, CSCO (China)



Source: NCCN, CSCO, CIC

Unmet needs in EGFR-mutant NSCLC

While the standard of care for EGFR-mutated NSCLC has evolved toward third-generation EGFR TKIs, meaningful clinical limitations persist across durability of response, central nervous system control, safety, and coverage of molecular heterogeneity, leaving substantial unmet medical needs. The key unmet needs in EGFR-mutant NSCLC are summarized below.

- *Drug resistance.* Most patients treated with third-generation EGFR TKIs eventually develop resistance, and there are few effective treatment options available thereafter. Currently approved chemotherapy-based palliative regimens demonstrate modest efficacy, with an ORR of only 30-40%, a median PFS of 5.3 months, and a median OS of 9.6 months, as observed with the carboplatin/pemetrexed (carbo/pem). Recently approved bispecific antibodies and ADCs also have limited therapeutic outcome, which is generally associated with suboptimal response rates, limited survival improvement, and risky safety profiles, including treatment-related toxicities that may constrain tolerability and thus treatment persistence.

- *Limited BBB penetration.* While third generation EGFR TKIs exhibit BBB permeability and has demonstrated intracranial activity, its efficacy remains less potent because its CSF to free plasma concentration ratio is approximately 20%, potentially leading to worse clinical outcome. Nearly 30% of EGFR-mutant NSCLC patients present with CNS metastases at initial diagnosis, and the risk may increase to 50-60% within three years. In addition, particularly following TKI resistance in NSCLC, CNS metastases remain a leading cause of patient mortality. Current EGFR TKIs, however, show limited efficacy on CNS metastases.

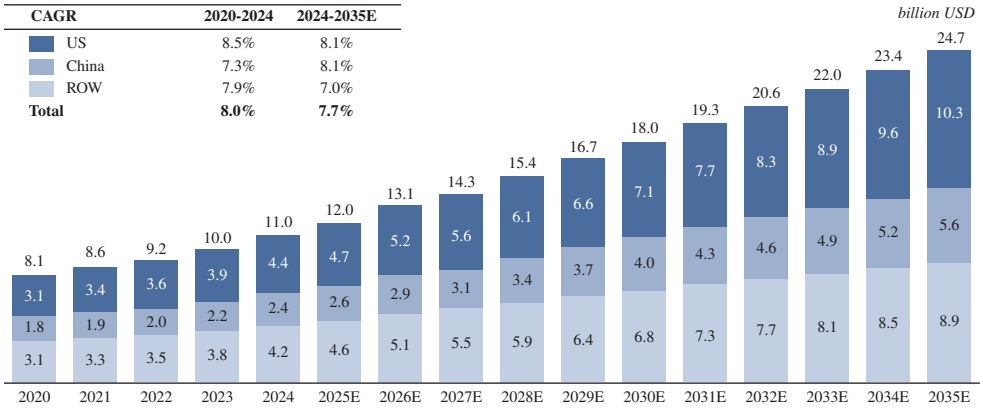
- *Cardiac safety concerns.* Osimertinib is associated with dose-dependent QT interval prolongation, which necessitates routine electrocardiographic monitoring and may restrict use in patients with baseline cardiac risk or those receiving concomitant QT-prolonging agents.

- *Limited efficacy in certain EGFR mutations.* Although osimertinib is highly effective in classical EGFR mutations (exon 19 deletion and L858R), its therapeutic activity is comparably less ideal in patients with complicated mutations such as G719X, L861Q, and S768I. This molecular heterogeneity presents a challenge for treatment efficacy improvement.

The market size of EGFR-mutant NSCLC

The global EGFR-mutant NSCLC market grew from US$8.1 billion in 2020 to US$11.0 billion in 2024 at a CAGR of 8.0%. It is projected to further expand to US$24.7 billion in 2035, representing a CAGR of 7.7% from 2024 to 2035.

The EGFR-mutant NSCLC Market Size, 2020-2035E



Note: Represents market size for NSCLC patients with classical EGFR mutations

Source: NCCN, CSCO, Drug labels, NHSA, CIC

Global competitive landscape of EGFR-mutant NSCLC therapies

The following table sets forth the third-generation and beyond EGFR TKIs approved for NSCLC with EGFR Exon19del or Exon21 (L858R) mutation/classical EGFR mutations.

Global Approved Third-generation or beyond EGFR TKIs for EGFR-mutant NSCLC

Product	Company	Target	RoA	Approved indications			First Approval Date	NRDL
				1L EGFR-mutant NSCLC with Exon19del or Exon21 (L858R) mutation	NSCLC progressing on/after EGFR TKI with EGFR T790M mutation	Adjuvant		
Osimertinib	AstraZeneca	EGFR	p.o.	• YES	• YES	• YES	FDA 2015.11 NMPA 2021.04	YES
Almonertinib	Hansoh	EGFR	p.o.	• YES, and maintenance therapy	• YES	• /	NMPA 2020.03	YES
Firmonertinib	Allist	EGFR	p.o.	• YES	• YES	• /	NMPA 2021.03	YES
Befotertinib	Betta Pharmaceuticals	EGFR	p.o.	• YES	• YES	• /	NMPA 2023.05	YES
Rezivertinib	Beta Pharma	EGFR	p.o.	• YES	• YES	• /	NMPA 2024.05	YES
Rilertinib	Sanhome	EGFR	p.o.	• YES	• YES	• /	NMPA 2024.06	YES
Zorifertinib	AstraZeneca/Chintai	EGFR	p.o.	• YES, with CNS metastasis	• /	• /	NMPA 2024.11	YES
Limertinib	Ask Pharma	EGFR	p.o.	• YES	• YES	• /	NMPA 2025.01	YES
Lazertinib	J&J	EGFR	p.o.	• YES, combo with amivantamab	• /	• /	FDA 2024.08 NMPA 2025.07	/
Mefatinib	Huadong Medicine	EGFR/HER2	p.o.	• YES	• /	• /	NMPA 2025.10	/

Source: FDA, NMPA, CIC

As of the Latest Practicable Date, there were over ten post third-generation EGFR TKIs under clinical development for EGFR-mutant NSCLC globally, as illustrated below.

Global Post Third-generation EGFR TKIs Under Clinical Development for EGFR-mutant NSCLC

Drug	Company	Target	Indication	Treatment Line	Mono/Combo	Clinical Stage	First Posted Date	Location
DZD6008	Our Company	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Combo with chemo	2	2025-07-17	China
				1L/2L/2L+	Mono	1/2	2025-02-06	Global
				1L/2L/2L+	Combo with ZEGFROVY®	1/2	2025-07-23	China
BDTX-1535	Black Diamond Therapeutics	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2	2022-02-25	The U.S.
DAJH-1050766	DIAO Jiuhong Pharmaceutical	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2	2022-05-07	China
JIN-A02	J Ints Bio	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2	2022-05-27	The U.S., South Korea, Thailand
HS-10375	Hansoh Pharmaceutical	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2	2022-06-28	China
BBT-207	Bridge Biotherapeutics	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2	2023-06-27	South Korea
H002	RedCloud Bio	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2a	2022-09-23	Global
PH009-1	Puhe Pharmaceutical	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1/2a	2024-09-19	China
ES-072	Bosheng Pharmaceutical	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1	2018-01-23	China
TQB3804	Chia Tai Tianqing	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1	2019-10-16	China
QLH11811	Qilu Pharmaceutical	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1	2022-09-26	China
AST2303	Allist/Abbisko	EGFR	Post 3rd EGFR TKI EGFR-mutant NSCLC, 2L/2L+	2L/2L+	Mono	1	2024-12-23	China
STX-241	Pierre Fabre	EGFR	Post 3rd gen EGFR TKI EGFR-mutant NSCLC	2L/2L+	Mono	1	2025-06-13	China

Source: Clinicaltrials.gov, CDE,CIC

The NSCLC Without Known Driver Mutations Market

Overview of without known driver mutations NSCLC

Among NSCLC patients, those without identifiable driver mutations (including EGFR, ALK, ROS1 and other actionable mutations) constitute one of the largest subgroups, accounting for approximately 25% in Asian populations and 40% in Western populations. NSCLC without identifiable driver mutations is referred to as without known driver mutations NSCLC. Patients with NSCLC without known driver mutations generally lack effective targeted therapies and therefore rely predominantly on chemotherapy and immunotherapy, which often demonstrate limited durability of benefit.

The global incidence of NSCLC without known driver mutations increased from 449.0 thousand cases in 2020 to 515.9 thousand cases in 2024 and is projected to rise to 681.2 thousand cases in 2035. In China, incidence grew from 155.6 thousand cases in 2020 to 182.5 thousand cases in 2024 and is anticipated to reach 248.0 thousand cases in 2035.

Treatment paradigm and unmet needs of NSCLC without known driver mutations

Treatment paradigm for NSCLC without known driver mutations

The treatment selection is primarily driven by programmed death-ligand 1 ("**PD-L1**") expression and tumor mutational burden. Immune-checkpoint inhibitor-based regimens, either alone or in combination with chemotherapy, have replaced chemotherapy alone as the mainstay of first-line therapy, followed by subsequent lines of chemotherapy or other systemic agents upon progression. The following table sets forth the treatment paradigm for NSCLC without known driver mutations according to NCCN and CSCO.

Treatment Paradigm for NSCLC Without Known Driver Mutations, NCCN (the U.S.)

			First line therapy	Subsequent therapy
Advanced NSCLC	**Without known driver mutations**	PD-L1 ≥1%	**PS 0-2: Biomarker-directed therapy** Pembrolizumab (only for PD-L1 ≥50%) Atezolizumab (only for PD-L1 ≥50%) Cemiplimab-rwlc (only for PD-L1 ≥50%) (Carboplatin or Cisplatin)/Pemetrexed + Pembrolizumab (Carboplatin or Cisplatin)/Pemetrexed + Cemiplimab-rwlc (Albumin-bound Paclitaxel or Paclitaxel)/Carboplatin + Pembrolizumab (only for squamous) (Carboplatin or Cisplatin)/Paclitaxel + Cemiplimab-rwlc (only for squamous) **PS 3-4**: Supportive care, Atezolizumab (PS 3)	• Maintenance therapy
		PD-L1 <1%	• **Systemic Therapy** • **PS 3-4**: Supportive care	• Maintenance therapy

Treatment Paradigm for NSCLC Without Known Driver Mutations, CSCO (China)

			First-line therapy	Second-line therapy	Third-line therapy
Advanced NSCLC	**NSCLC without known driver mutations**	Squamous NSCLC	**PS=0~1** • Pembrolizumab (only for PD-L1 TPS≥50%, PD-L1 TPS 1%-49%) • Atezolizumab (only for PD-L1 TC≥50% or IC≥10%) • Platinum-containing chemotherapy ± PD-(L)1 monotherapy/Combination chemotherapy • Ivonescimab (only for PD-L1 TPS≥1%) **PS=2** • Single-agent chemotherapy • Atezolizumab • Best supportive care	**PS=0~2** • Nivolumab/Tislelizumab/ Docetaxel • Pembrolizumab/ Atezolizumab/ Gemcitabine/ Vinorelbine/Afatinib **PS=3~4** • Best supportive care	**PS=0~2** • Nivolumab/Docetaxel • Anlotinib (only for periphery squamous NSCLC)
		Non-squamous NSCLC	**PS=0~1** • Pembrolizumab (only for PD-L1 TPS≥50%, PD-L1 TPS 1%-49%) • Atezolizumab (only for PD-L1 TC≥50% or IC≥10%) • Platinum-containing chemotherapy ± Beva/PD-(L)1 monotherapy/Combination chemotherapy • rh-endostatin combine with vinorelbine and cisplatin + rh-endostatin maintenance therapy • Ivonescimab (only for PD-L1 TPS≥1%) **PS=2** • Single-agent chemotherapy • Combination chemotherapy • Atezolizumab	**PS=0~2** • Nivolumab/Tislelizumab/ Pemetrexed/Docetaxel • Pembrolizumab/ Atezolizumab **PS=3~4** • Best supportive care	**PS=0~2** • Nivolumab/Pemetrexed/ Docetaxel/Anlotinib (only after two prior chemotherapy) • Clinical trial

Abbreviation: PS = performance status

Source: NCCN, CSCO, CIC

Unmet needs in NSCLC without known driver mutations

- *Limitations in high PD-L1 expression cohorts (TPS ≥50%).* Although current immunotherapy regimens deliver strong ORR in patients with high PD-L1 expression, the durability of these responses remains limited. A substantial proportion of patients eventually develop resistance, indicating that survival benefits, both PFS and OS, need to be further improved beyond those offered by the current standard of care.

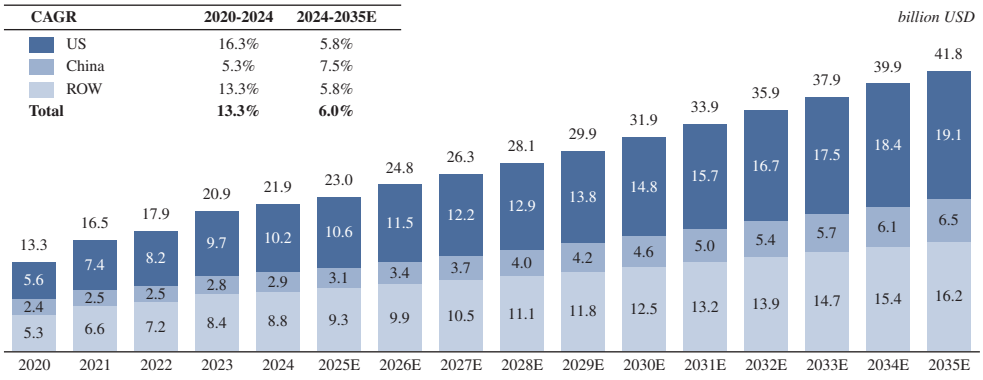
- *Suboptimal response in low/intermediate cohorts (TPS 1-49%).* For the substantial population of patients with low-to-intermediate PD-L1 expression, current immunotherapy regimens demonstrate suboptimal response rates, even when combined with chemotherapy. There remains a critical unmet need to enhance efficacy and overcome the "cold" tumor microenvironment in this subgroup to achieve clinically meaningful outcomes.

- *Safety and tolerability barriers.* The clinical utility of current immunotherapies is further constrained by their safety profiles. Immune-related adverse events and the cumulative toxicity from chemo-immunotherapy combinations often increase the patient burden, thereby compromising long-term tolerability and treatment adherence.

The market size of NSCLC without known driver mutations

The global NSCLC without known driver mutations market grew from US$13.3 billion in 2020 to US$21.9 billion in 2024 at a CAGR of 13.3%. It is projected to further expand to US$41.8 billion in 2035, representing a CAGR of 6.0% from 2024 to 2035.

The NSCLC Without Known Driver Mutations Market Size, 2020-2035E



Source: NCCN, CSCO, Drug labels, NHSA, CIC

Global competitive landscape of NSCLC without known driver mutations treatment

Janus kinase ("**JAK**") inhibitors offer a differentiated value proposition in NSCLC without known driver mutations by modulating aberrant JAK-STAT-mediated inflammatory and immune-evasive signaling. By suppressing tumor growth and reshaping the tumor microenvironment, this approach potentially enhance sensitivity to immunotherapy in a population with limited targeted options.

As of the Latest Practicable Date, no small-molecule targeted therapy had been approved for NSCLC without known driver mutations globally. As of the same date, golidocitinib was the only JAK-targeted drug candidate under clinical development globally.

The Non-Hodgkin's Lymphoma Market

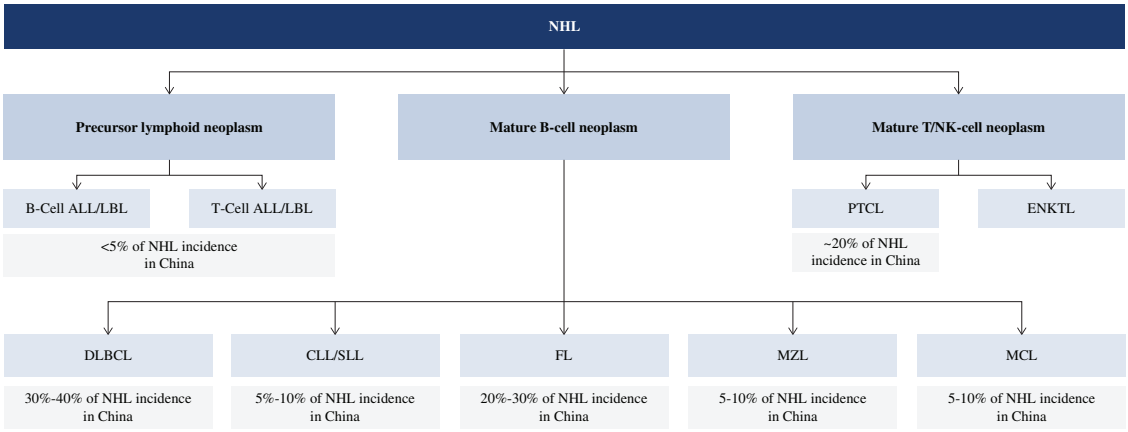
Overview of NHL

Lymphoma is a group of malignant tumors originating from lymphocytes, accounting for around 50% of the total incidence of hematological malignancies. It is mainly characterized by painless lymph node enlargement, hepatosplenomegaly, and involvement of various organs throughout the body, accompanied by symptoms such as fever, night sweats, and unexplained weight loss. Lymphomas are classified into non-Hodgkin lymphoma ("**NHL**") and Hodgkin lymphoma ("**HL**"), with NHL accounting for about 80%-90%.

The global prevalence of NHL increased from 2.4 million cases in 2020 to 2.6 million cases in 2024 and is projected to rise to 3.0 million cases in 2035. In China, prevalence increased from 0.4 million cases in 2020 to 0.5 million cases in 2024 and is expected to reach 0.6 million cases in 2035.

Main subtypes and characteristics of NHL

NHL is a heterogeneous group of lymphoid malignancies classified into precursor lymphoid neoplasms, mature B-cell neoplasms, and mature T/NK-cell neoplasms. The majority of incident cases are mature B-cell lymphomas, ranging from indolent diseases such as chronic lymphocytic leukemia/small lymphocytic lymphoma ("**CLL/SLL**") — characterized by high prevalence and prolonged treatment duration — to aggressive subtypes led by DLBCL, which remains the most common form of NHL and a major driver of lymphoma-related mortality despite curative-intent therapy. Peripheral T-cell lymphomas ("**PTCL**"), representing mature T/NK-cell neoplasms, accounts for a smaller proportion of NHL but is clinically aggressive and associated with poor outcomes and substantial unmet medical need. Patients with relapsed or refractory ("**r/r**") NHL are frequently treated with multiple lines of therapy, especially targeted agents such as Bruton's tyrosine kinase ("**BTK**") or BCL2 inhibitors. The following graph illustrates the main subtypes of NHL.



Source: ESMO, NHC, CSCO, CIC

The PTCL Market

Overview of PTCL

PTCL represents a highly heterogeneous and typically aggressive subtype of NHL. In China, PTCL accounts for approximately 20% of all NHL cases — a prevalence significantly higher than in Western populations, such as the U.S., where PTCL represents only 5%. Globally, PTCL accounts for about 10% of NHL cases. PTCL is characterized by rapid disease progression, frequent primary refractoriness or early relapse after frontline therapy, limited effective treatment options beyond first-line, and generally poor long-term outcomes despite intensive multi-agent chemotherapy. Median OS for patients with r/r PTCL is around 5.8 months and the 5-year overall survival rate of r/r PTCL is less than 30% following first relapse, underscoring the aggressive nature of the disease.

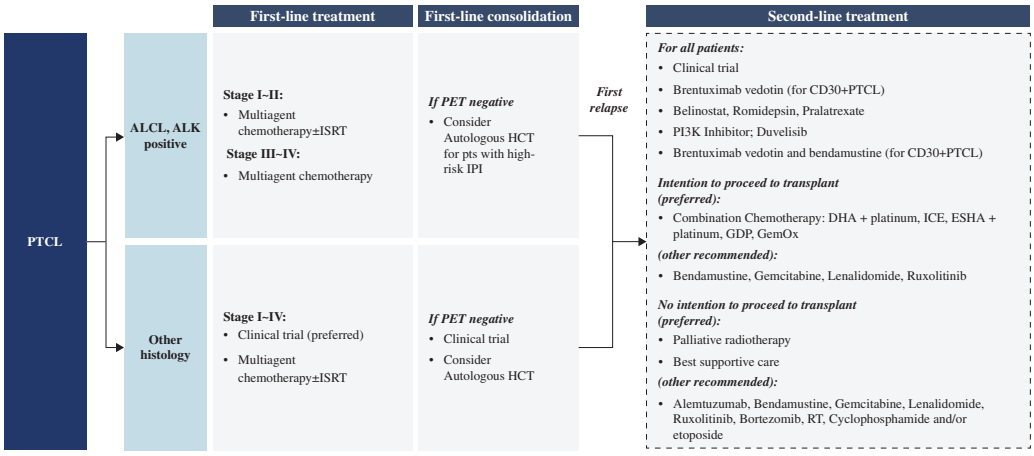
The global incidence of PTCL increased from 68.1 thousand cases in 2020 to 72.7 thousand cases in 2024 and is projected to rise to 96.3 thousand cases in 2035. In China, incidence grew from 23.4 thousand cases in 2020 to 26.1 thousand cases in 2024 and is anticipated to reach 33.2 thousand cases in 2035.

Treatment paradigm and unmet needs of PTCL

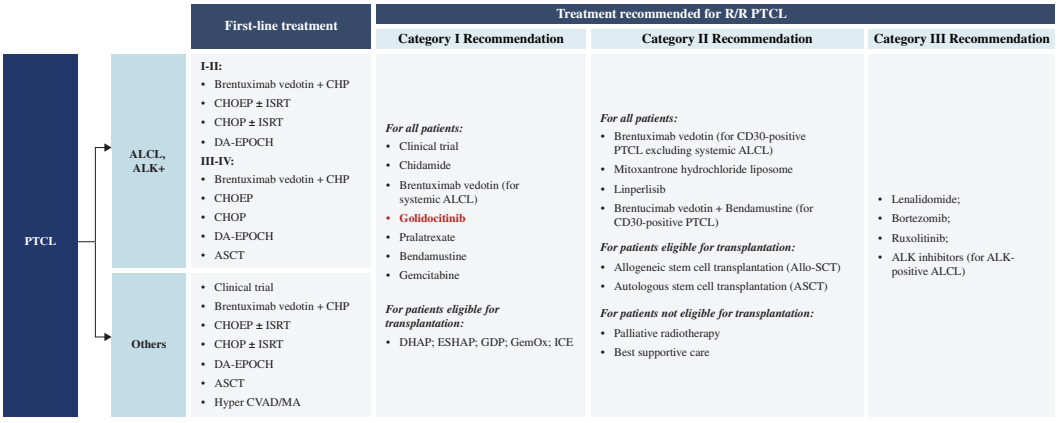
Treatment paradigm for PTCL

The following table sets forth the treatment paradigm for PTCL according to NCCN and CSCO.

Treatment Paradigm for PTCL, NCCN (the U.S.)



Treatment Paradigm for PTCL, CSCO (China)



Source: NCCN, CSCO, CIC

Unmet needs in PTCL

The current standard of care for first-line PTCL remains CHOP-based chemotherapy, yet most patients relapse after initial treatment and outcomes remain suboptimal. There is no consensus on a preferred first-line therapy for ALK-negative PTCL, for which no targeted options are available. In the r/r setting, the absence of a standard second-line regimen forces treatment selection to be largely empirical. Conventional salvage chemotherapies deliver limited benefit, with ORRs of approximately 20%, complete response ("**CR**") rates of around 10%, and a median PFS of just 3.5 months in pivotal studies, translating to a dismal OS of approximately 5.8 months for relapsed patients. Prior to 2024, therapeutic options for r/r PTCL were largely confined to single-agent therapies, such as HDAC inhibitors and antifolate agents. These agents, most of which are administered intravenously, provide only modest efficacy, with monotherapy ORRs generally below 30% and offering no meaningful improvement in survival.

In June 2024, golidocitinib, a highly selective JAK1 inhibitor, was approved in China by the NMPA as the first and only JAK1-selective inhibitor indicated for r/r PTCL, fundamentally changing the treatment paradigm by offering superior efficacy and improved tolerability.

JAK inhibitors for the treatment of PTCL

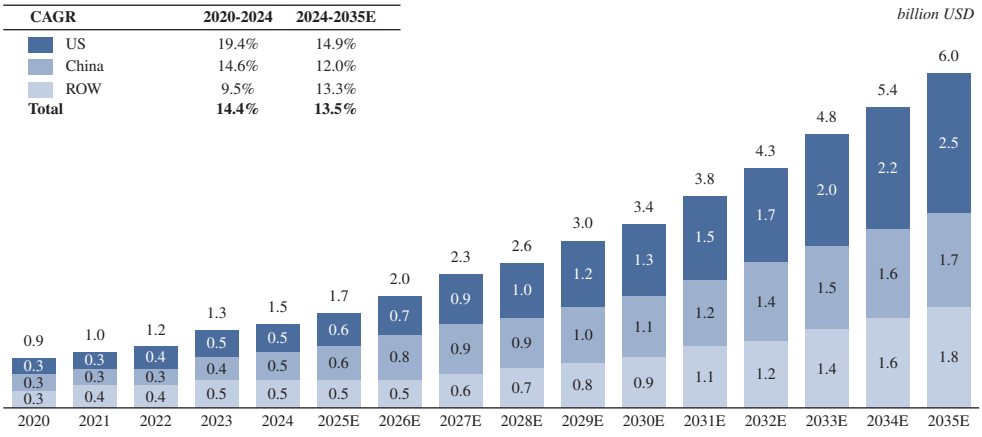
The JAK family consists of four non-receptor tyrosine kinases (JAK1, JAK2, JAK3, and TYK2) that mediate cytokine receptor signaling through the JAK-STAT pathway, playing essential roles in immune regulation, hematopoiesis, and inflammation. Aberrant activation of the JAK-STAT pathway is a molecular hallmark of hematological diseases, particularly in myeloproliferative neoplasms and T-cell lymphomas.

More than ten JAK inhibitors have been approved for marketing globally, with the majority approved for I&I indications. For oncology applications, only golidocitinib have received regulatory approval for the treatment of PTCL.

The market size of PTCL

According to CIC, the global PTCL drug market grew from US$0.9 billion in 2020 to US$1.5 billion in 2024 at a CAGR of 14.4%. It is projected to further expand to US$6.0 billion in 2035, representing a CAGR of 13.5% from 2024 to 2035. The market size in China increased from US$0.3 billion in 2020 to US$0.5 billion in 2024 at a CAGR of 14.6%, and is expected to reach US$1.7 billion in 2035, reflecting an 12.0% CAGR from 2024 to 2035.

The PTCL Drugs Market Size, 2020-2035E



Source: NCCN, CSCO, Future Oncology, Drug labels, NHSA, CIC

Global competitive landscape of PTCL treatment

As of the Latest Practicable Date, seven drugs had been approved for PTCL globally, as illustrated below.

Global Approved Drugs for PTCL

Drug	Brand name	Company	Target	Indication	Combo/Mono	Treatment line	First approval date
Pralatrexate	FOLOTYN®	Acrotech Biopharma	DHFR, TS	r/r PTCL	Mono	2L+	FDA: 2009-09-24 NMPA: 2020-08-26
Brentuximab Vedotin	ADCETRIS® 安適利®	Seagen/Takeda	CD30	sALCL or other CD30+ PTCL	Combo Mono	1L 2L+	FDA: 2011-08-19 NMPA: 2020-05-12
Belinostat	BELEODAQ®	Acrotech Biopharma	HDAC	r/r PTCL	Mono	2L+	FDA: 2014-07-03
Chidamide	愛譜沙®	Chipscreen	HDAC	r/r PTCL	Mono	2L+	NMPA: 2014-12-23
Mitoxantrone Hydrochloride Liposome (Lipo-MIT)	多恩達®	CSPC	TOPOii, DNA/RNA	r/r PTCL	Mono	2L+	NMPA: 2022-01-07
Golidocitinib	高瑞哲®	Our Company	JAK1	r/r PTCL	Mono	2L+	NMPA: 2024-06-18
Zeprumetostat	艾瑞璟®	Hengrui	EZH2	r/r PTCL	Mono	2L+	NMPA: 2025-08-26

Source: FDA, NMPA, CIC

The following table sets forth the comparison of key therapeutic outcomes of major approved therapies for PTCL.

Comparison of Approved Therapies for PTCL

Drug	Golidocitinib	Chidamide	Pralatrexate	Mitoxantrone Hydrochloride
MoA	JAK1 inhibitor	HDAC inhibitor	Folate Antagonist	Liposomal injection
ORR	44%	28%	27%	41%
CRR (Complete Response Rate)	24%	14%	8%	22%
mPFS	5.6 months	2.1 months	3.5 months	7.5 months
mDoR (median Duration of Response)	20.7 months	9.9 months	9.4 months	11 months
mOS	24.3 months	21.4 months	14.5 months	16.3 months
Discontinuation Rate	7.3%	17%	23%	13.7%

Source: Drug labels, The Lancet, Annals of Oncology, J Clin Oncol., ASH, CIC

The CLL/SLL Market

Overview of CLL/SLL

Chronic lymphocytic leukemia ("**CLL**") and small lymphocytic lymphoma ("**SLL**") represent different clinical manifestations of the same mature B-cell clonal malignancy, characterized by morphologically mature but immunologically dysfunctional B lymphocytes with virtually identical pathology and immunophenotype. CLL is defined by leukemic involvement of the peripheral blood and bone marrow, whereas SLL refers to predominantly nodal disease with fewer circulating tumor cells; biologically and therapeutically they are managed as a single disease entity (CLL/SLL).

From the perspective of lymphoma classification, CLL/SLL constitutes a major subtype of B-cell NHL. CLL/SLL is one of the most common B-cell lymphoma subtypes. It accounts for approximately 8% of NHL cases globally and about 15% of cases in the U.S. In contrast, CLL/SLL is much less common in Asia. In China, CLL/SLL accounts for roughly 5%-10% of NHL.

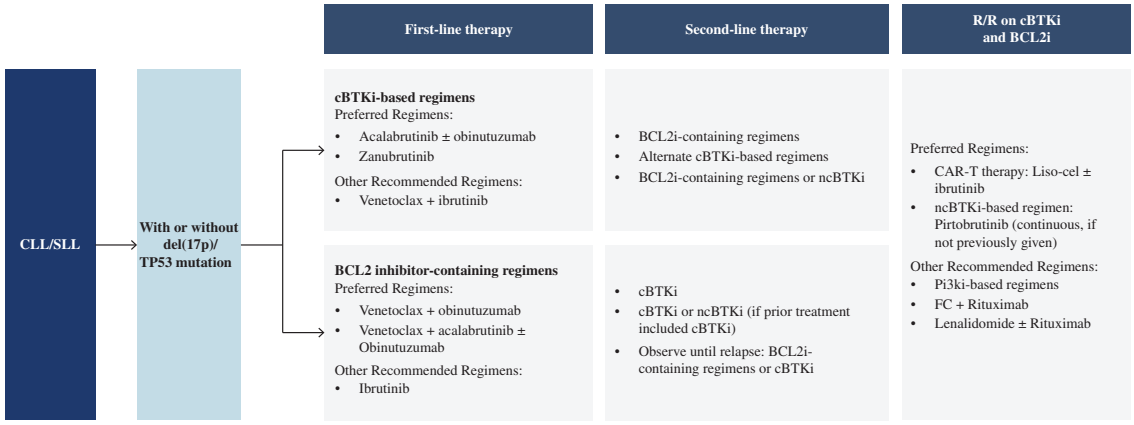
The global prevalence of CLL/SLL increased from 637.2 thousand cases in 2020 to 718.3 thousand cases in 2024 and is projected to rise to 862.3 thousand cases in 2035. In China, prevalence grew from 30.2 thousand cases in 2020 to 38.8 thousand cases in 2024 and is anticipated to reach 49.0 thousand cases in 2035.

Treatment paradigm and unmet needs of CLL/SLL

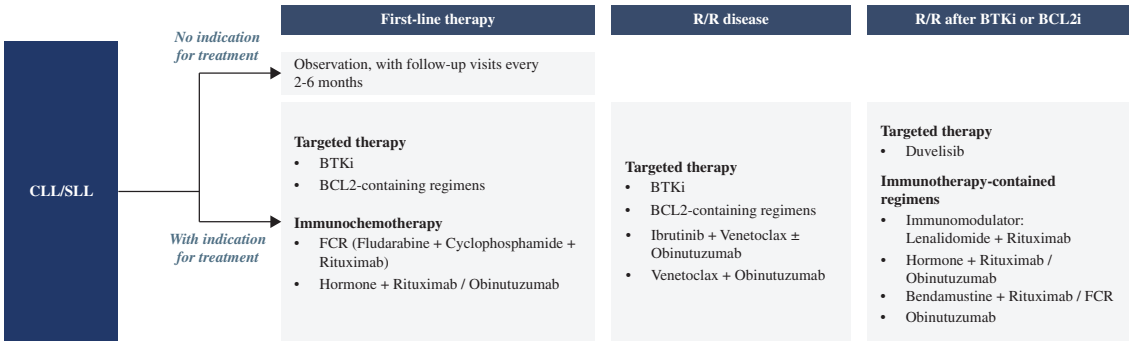
Treatment paradigm for CLL/SLL

The following table sets forth the treatment paradigm for CLL/SLL according to NCCN and CSCO.

Treatment Paradigm for CLL/SLL, NCCN (the U.S.)



Treatment Paradigm for CLL/SLL, CSCO (China)



Abbreviations: cBTKi = Covalent BTK inhibitors; ncBTKi = Non-covalent BTK inhibitors

Source: NCCN, CSCO, CIC

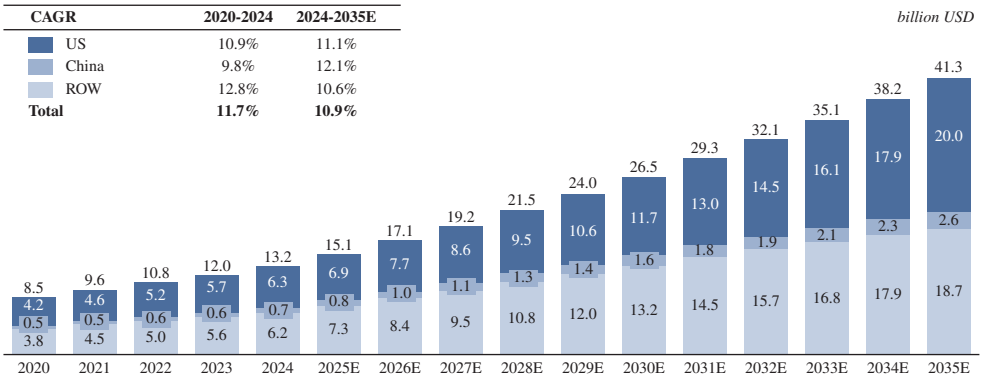
Unmet needs in CLL/SLL

BTK inhibitor based regimens have become foundational therapies in both frontline and relapsed settings in CLL/SLL and across multiple B-cell NHL by disrupting B-cell receptor ("**BCR**") signaling and malignant B-cell survival. However, the durability of BTK inhibitor therapy is frequently limited by the development of clinical resistance, most commonly driven by C481X mutations that impair BTK binding and by activation of alternative or downstream BCR signaling pathways independent of BTK. Nonetheless, prolonged BTK inhibitor exposure is associated with the emergence of diverse resistance mutations, with acquired resistance typically arising after continuous therapy, underscoring the need for more potent, mutation-agnostic frontline approaches and strategies to delay or prevent clonal escape. Dual inhibition strategies targeting BTK together with upstream kinases such as Lyn may provide more comprehensive suppression of BCR signaling and address both canonical and compensatory resistance mechanisms.

The market size of CLL/SLL

According to CIC, the global CLL/SLL drug market grew from US$8.5 billion in 2020 to US$13.2 billion in 2024 at a CAGR of 11.7%. It is projected to further expand to US$41.3 billion in 2035, representing a CAGR of 10.9% from 2024 to 2035. China remains a key growth engine, with market size increasing from US$0.5 billion in 2020 to US$0.7 billion in 2024 at a CAGR of 9.8%, and is expected to reach US$2.6 billion in 2035, reflecting an 12.1% CAGR from 2024 to 2035.

The CLL/SLL Drugs Market Size, 2020-2035E



Source: NCCN, CSCO, Drug labels, NHSA, CIC

Global competitive landscape of CLL/SLL treatment

As of the Latest Practicable Date, five BTK inhibitors had been approved for CLL/SLL globally. As of the same date, there were six BTK inhibitors for CLL/SLL had advanced to Phase 2 clinical development or beyond globally, as illustrated below.

Global Approved BTK inhibitors for CLL/SLL

Drug	Brand Name	Company	Target	Indication	First Approval Date	NRDL
Ibrutinib	IMBRUVICA® 億珂®	Janssen	BTK	CLL/SLL ± 17p deletion, MCL, WM, cGVHD	2013/11 FDA 2018/01 NMPA	YES
Acalabrutinib	CALQUENCE® 康可期®	AstraZeneca	BTK	CLL/SLL, MCL	2017/10 FDA 2023/03 NMPA	YES
Zanubrutinib	BRUKINSA® 百悦澤®	BeiGene	BTK	CLL/SLL, MCL, WM, FL, MZL	2019/11 FDA 2020/06 NMPA	YES
Orelabrutinib	宜諾凱®	InnoCare	BTK	CLL/SLL, MCL, MCL	2020/12 NMPA	YES
Pirtobrutinib	JAYPRICA® 捷帕力®	Eli Lilly	BTK	CLL/SLL, MCL	2003/01 FDA 2024/10 NMPA	YES

Source: FDA, NMPA, CIC

Global BTK Inhibitors Under Clinical Development for CLL/SLL (Phase 2 or beyond)

Drug	Company	Target	Drug Type	Indication	Treatment Line	Mono/Combo	Clinical Stage	First Posted Date	Location
MK-1026 Nemtabrutinib	Merck	BTK	ncBTKi	CLL/SLL	1L	Mono	3	2022-11-22	Global
BGB-16673	BeiGene	BTK	Degrader	r/r CLL/SLL	2L+	Mono	3	2025-02-26	Global
Birelentinib	Our Company	Lyn/BTK	Dual inhibitor	r/r CLL/SLL	2L/2L+	Mono	3	2025-08-24	China
				CLL/SLL	1L	Combo	2	2025-09-04	China
HBW-3220	Hyperway	BTK	ncBTKi	r/r CLL/SLL	2L+	Mono	3	2025-12-05	China
LP-168	Lupeng	BTK	cBTKi and ncBTKi	r/r CLL/SLL	2L+	Combo with obinutuzumab	2	2025-05-18	The U.S.
NX-5948	Nurix	BTK	Degrader	r/r CLL/SLL	2L+	Mono	2	2025-10-28	Global

Abbreviations: cBTKi = Covalent BTK inhibitor; ncBTKi = Non-covalent BTK inhibitor

Source: Clinicaltrials.gov, CDE, CIC

The DLBCL Market

Overview of DLBCL

Diffuse large B-cell lymphoma ("**DLBCL**") is an aggressive malignancy arising from mature B lymphocytes and characterized by diffuse infiltration of large atypical B cells in lymph nodes or extranodal tissues, making it the most common subtype of NHL worldwide. DLBCL is a biologically heterogeneous disease and is commonly classified into germinal center B-cell-like ("**GCB**") and non-GCB subtypes based on cell-of-origin. The GCB subtype arises from germinal center B cells and is generally associated with more favorable outcomes. The non-GCB subtype (including activated B-cell-like, or ABC) is characterized by distinct molecular features such as chronic B-cell receptor and NF-κB pathway activation and is typically associated with inferior prognosis and higher relapse rates following standard therapy. Non-GCB DLBCL accounts approximately 50-60% of all DLBCL cases.

Currently, there is a significant unmet need for small-molecule therapies in DLBCL. Inhibitors of BTK have demonstrated clinical activity primarily in non-GCB DLBCL, but show limited efficacy in GCB DLBCL. Besides, the 5-year cumulative incidence rate for r/r DLBCL is 20%, with subsequent salvage chemotherapy yielding an ORR of only 30% and a CR rate of just 9%. Due to the poor efficacy of salvage chemotherapy, patients exhibit poor overall survival outcomes, with a median survival time of only 5.9 months and a 2-year OS rate of merely 16%.

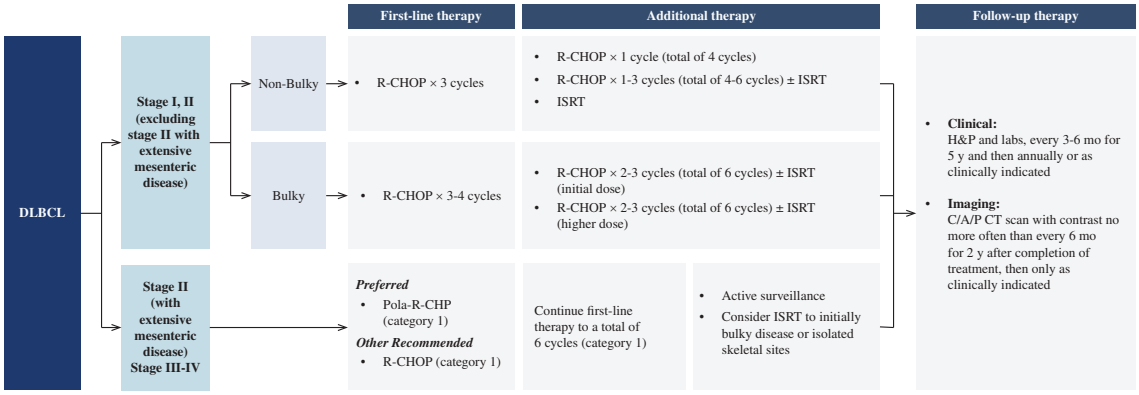
The global prevalence of DLBCL increased from 809.0 thousand cases in 2020 to 914.9 thousand cases in 2024 and is projected to rise to 1,113.2 thousand cases in 2035. In China, prevalence grew from 160.1 thousand cases in 2020 to 191.7 thousand cases in 2024 and is anticipated to reach 269.5 thousand cases in 2035.

Treatment paradigm and unmet needs of DLBCL

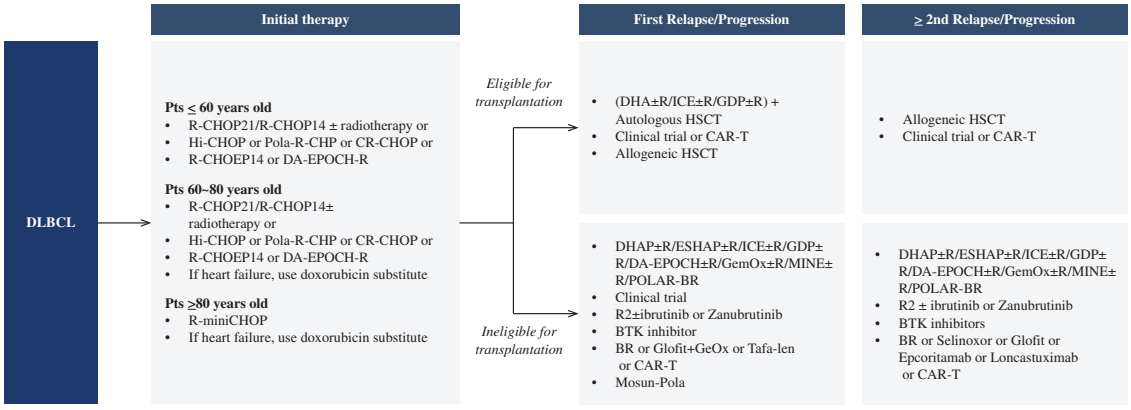
Treatment paradigm for DLBCL

The following table sets forth the treatment paradigm for DLBCL according to NCCN and CSCO.

Treatment Paradigm for DLBCL, NCCN (the U.S.)



Treatment Paradigm for DLBCL, CSCO (China)



Source: NCCN, CSCO, CIC

Unmet needs in DLBCL

R-CHOP (rituximab, cyclophosphamide, doxorubicin, vincristine, prednisone) remains the frontline standard of care for newly diagnosed DLBCL. However, not all patients benefit from this regimen, with approximately 30-50% experiencing refractory disease or relapse following initial remission, with 15%-25% becoming uncontrolled during treatment and 20%-30% relapsing after achieving complete response, which represents a core clinical challenge.

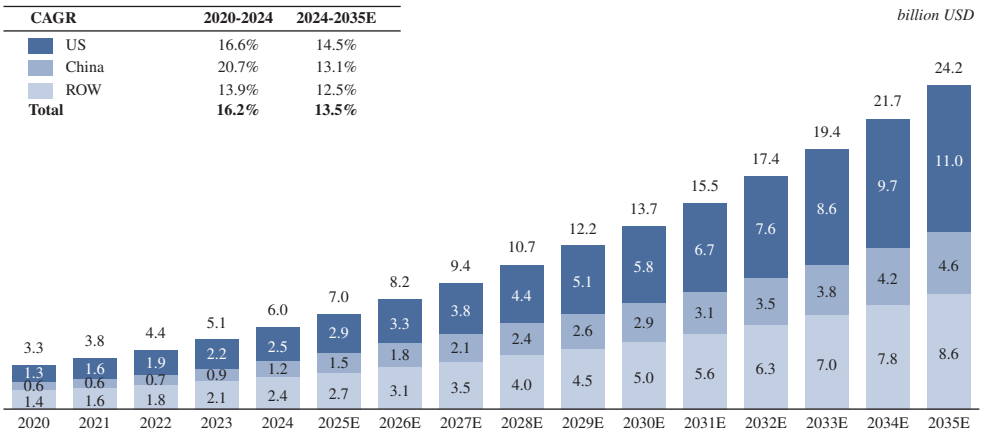
The second-line regimen without cross-resistance to CHOP combined with ASCT is commonly used, but most patients are ineligible for transplantation. Patients who are second-line refractory or relapse after ASCT have a poor prognosis, with a median OS of only 5-8 months and an ORR of just 26%.

Overall, the market remains heavily reliant on biologics that offer limited efficacy, while cell therapies continue to face substantial accessibility barriers. There remains no approved small-molecule targeting Lyn/BTK or BCR signaling specifically for DLBCL. While a few BTK inhibitors show efficacy signals in non-GCB DLBCL, treatment coverage of GCB DLBCL is still underserved. This leaves significant space for differentiated oral agents capable of delivering broad and durable efficacy across DLBCL subtypes of both non-GCB DLBCL and GCB DLBCL.

The market size of DLBCL

According to CIC, the global DLBCL drug market grew from US$3.3 billion in 2020 to an estimated US$6.0 billion in 2024 at a CAGR of 16.2%. It is projected to further expand to US$24.2 billion in 2035, representing a CAGR of 13.5% from 2024 to 2035. The market size in China increased from US$0.6 billion in 2020 to US$1.2 billion in 2024 at a CAGR of 20.7%, and is expected to reach US$4.6 billion in 2035, reflecting an 13.1% CAGR from 2024 to 2035.

The DLBCL Drugs Market Size, 2020-2035E



Source: IARC, NCCN, CSCO, NHSA, CIC

Global competitive landscape of DLBCL treatment

As of the Latest Practicable Date, no BTK inhibitor had been approved for DLBCL globally. As of the same date, there were five BTK inhibitors under Phase 2 or later stage for DLBCL, as illustrated below.

Global BTK Inhibitors Under Clinical Development for DLBCL (Phase 2 or beyond)

Drug	Company	Target	Indication	Treatment Line	Mono/Combo	Clinical Stage	First Posted Date	Location
HMPL-760	Hutchmed	BTK	r/r DLBCL	2L+	Combo with R-GemOx	III	2025-12-05	China
Birelentinib	Our Company	Lyn/BTK	r/r DLBCL	2L+	Mono	II	2024-08-06	China
			DLBCL	1L/2L/2L+	Combo with Chemo	Ib/II	2025-06-05	China
TQB3702	Chia Tai-tianqing	BTK	r/r DLBCL	2L+	Combo	II	2024-08-21	China
LP-168	Lupeng	BTK	r/r non-GCB DLBCL	2L+	Mono	II	2025-09-19	China
			ND non-GCB DLBCL	1L	Combo with R-CHOP	Ib	2024-02-09	China
Poseltinib	Hanmi Pharmaceuticals	BTK	r/r DLBCL	2L+	Combo	I/II	2025-12-08	Global excl. US and China

Source: Clinicaltrials.gov, CDE, CIC

THE INFLAMMATION & IMMUNOLOGY THERAPEUTICS MARKET

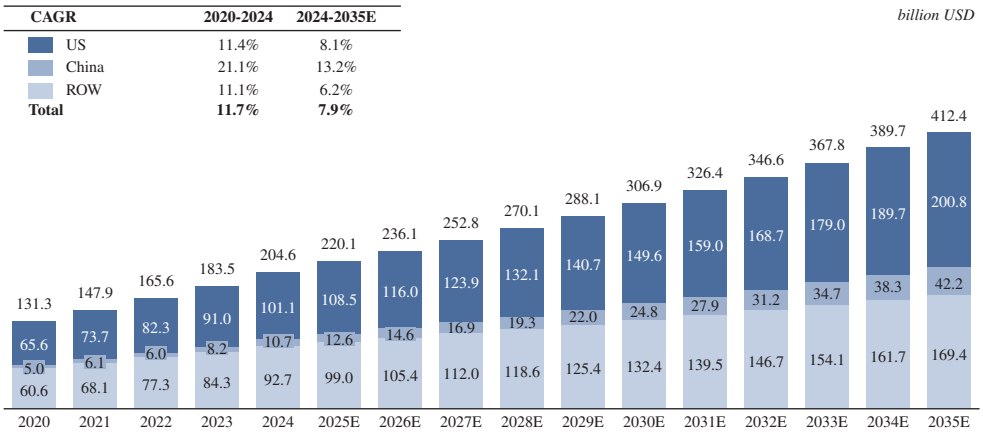
Overview

I&I disease refers to inflammatory & immunology diseases, a broad category of conditions where the immune system malfunctions, causing chronic inflammation and tissue damage, like autoimmune disease or allergies. These diseases involve the body's defense system mistakenly attacking healthy tissues, leading to debilitating symptoms. Collectively, autoimmune diseases affect an estimated 50-80 million individuals globally and up to 5%-10% of the global population, with higher prevalence in developed nations and an increasing incidence in developing countries.

The Market Size of I&I

According to CIC, the global I&I drug market grew from US$131.3 billion in 2020 to US$204.6 billion in 2024 at a CAGR of 11.7%. It is projected to further expand to US$412.4 billion in 2035, representing a CAGR of 7.9% from 2024 to 2035. The market size in China increased from US$5.0 billion in 2020 to US$10.7 billion in 2024 at a CAGR of 21.1%, and is expected to reach US$42.2 billion in 2035, reflecting a 13.2% CAGR from 2024 to 2035.

The I&I Drugs Market Size, 2020-2035E



Source: AAD, CMACSD, CIC

The BTK and JAK Inhibitors Market for the Treatment of I&I Disease

Mechanism and future potential of BTK inhibitors

BTK, a cytoplasmic member of the Tec family of non-receptor tyrosine kinases, is expressed in B cells and cells of myeloid lineage but absent in T cells, plasma cells, and natural killer cells. It plays a central role in three independent pathways: B cell activation through BCR signaling, immune complex-mediated monocyte and macrophage activation via Fc-γ receptor signaling, and osteogenesis through osteoclast expansion. Inhibition of BTK therefore impairs B cell growth, suppresses inflammatory cytokine release, and interferes with IL-21-mediated B cell maturation. These pivotal functions have made BTK inhibition a cornerstone in treating hematologic malignancies and inflammatory diseases.

The future potential of BTK inhibitors lies in expanding their clinical utility through improved selectivity, safety, and indication breadth. Next-generation BTK inhibitors with enhanced kinase selectivity and optimized pharmacologic profiles are under investigation to minimize off-target effects and improve tolerability for chronic use in non-oncologic settings, while approvals for I&I indications (e.g., rilzabrutinib for ITP) illustrate the translational progress in this area.

Mechanism and future potential of JAK inhibitors

JAK inhibitors are orally administered small molecules that target the JAK family of enzymes (JAK1, JAK2, JAK3, and TYK2), which are critical intracellular mediators of the JAK-STAT signaling pathway. By inhibiting JAK-mediated phosphorylation and subsequent activation of STAT proteins, these agents block the intracellular propagation of signaling from multiple pro-inflammatory cytokines, resulting in broad anti-inflammatory and immunosuppressive effects across a spectrum of immune-mediated diseases including

rheumatoid arthritis, psoriatic arthritis, atopic dermatitis ("**AD**"), and inflammatory bowel disease ("**IBD**"). Their development has progressed from first-generation, non-selective inhibitors toward newer, more selective agents designed to improve safety profiles by minimizing off-target effects such as myelosuppression associated with JAK2 inhibition.

For AD, JAK inhibitors have reshaped therapeutic strategies by enabling oral, targeted modulation of cytokine signaling central to type 2 inflammation and pruritus, including pathways downstream of IL-4/IL-13, IL-31, and TSLP. Agents such as upadacitinib and abrocitinib have demonstrated rapid improvements in itch and skin clearance in moderate-to-severe AD, including in patients with inadequate response to topical therapy and/or biologics. Ongoing development continues to emphasize selective inhibition of specific JAK isoforms and optimized dosing to sustain efficacy while managing class-related safety considerations in long-term disease control.

For IBD, JAK inhibitors have transformed therapeutic strategies by enabling oral modulation of multiple cytokine-dependent pathways that drive chronic intestinal inflammation. Agents such as tofacitinib, filgotinib, and upadacitinib demonstrate clinical efficacy in moderate-to-severe ulcerative colitis and, in the case of upadacitinib, Crohn's disease, addressing unmet needs in patients who are refractory to or intolerant of biologic therapies, selective inhibition of specific JAK isoforms continues to be explored to enhance therapeutic benefit and optimize safety in long-term management.

The ITP Market

Disease overview of ITP

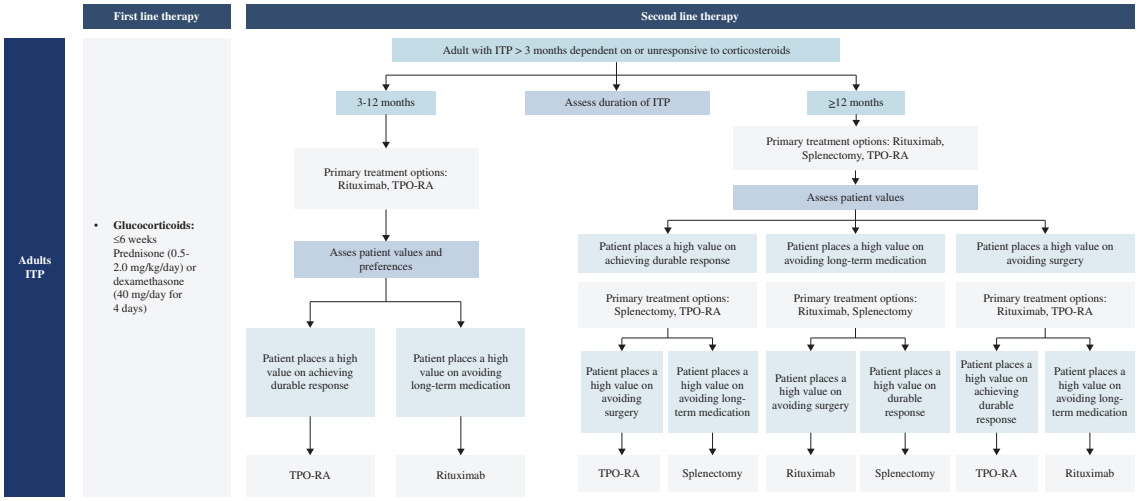
Primary immune thrombocytopenia ("**ITP**") is an acquired autoimmune bleeding disorder characterized by isolated thrombocytopenia due to immune-mediated destruction of platelets and impaired platelet production. It arises from a loss of immune tolerance to platelet autoantigens, leading to humoral and cellular immune dysregulation. Fundamentally, ITP represents a hematologic condition driven by pathogenic antiplatelet autoantibodies targeting glycoproteins such as GPIIb/IIIa or GPIb/IX.

The global prevalence of ITP increased from 1,283.9 thousand cases in 2020 to 1,446.6 thousand cases in 2024 and is projected to rise to 1,887.2 thousand cases in 2035. In China, prevalence grew from 234.5 thousand cases in 2020 to 280.0 thousand cases in 2024 and is anticipated to reach 449.7 thousand cases in 2035.

Treatment paradigm for ITP

The treatment of ITP follows the principle of individualized therapy, encouraging patient involvement in decision-making. It aims to respect patient preferences, minimize treatment-related adverse effects, raise platelet counts to a safe level.

Treatment Paradigm for ITP

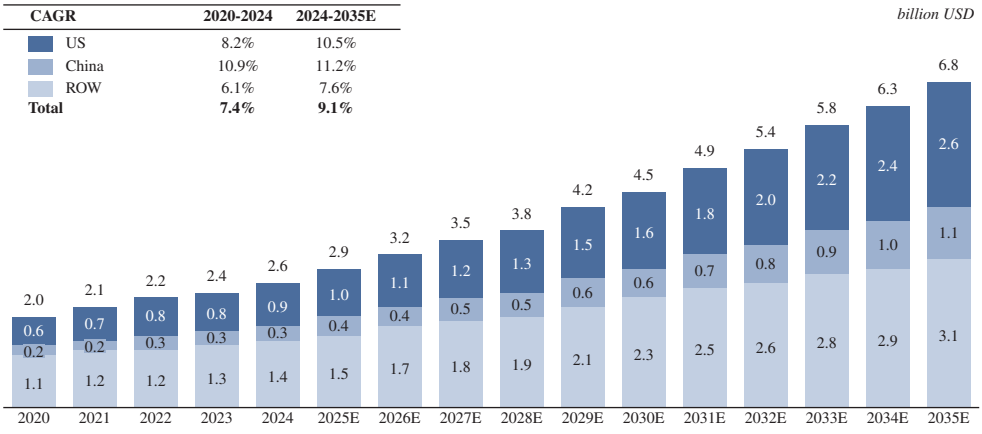


Source: ASH 2019, CIC

The market size of ITP

The global ITP drug market grew from US$2.0 billion in 2020 to US$2.6 billion in 2024 at a CAGR of 7.4%. It is projected to further expand to US$6.8 billion in 2035, representing a CAGR of 9.1% from 2024 to 2035. The market size in China increased from US$0.2 billion in 2020 to US$0.3 billion in 2024 at a CAGR of 10.9%, and is expected to reach US$1.1 billion in 2035, reflecting a 11.2% CAGR from 2024 to 2035.

The ITP Drugs Market Size, 2020-2035E



Source: ASH2019, Drug labels, CIC

Despite a well-defined treatment pathway, durable disease control remains a key challenge in ITP management. Many second-line therapies provide limited or non-lasting responses, with frequent relapse over time. Rituximab responses are often transient, while TPO-RAs typically require continuous long-term use to maintain platelet counts, creating ongoing treatment burden. Although splenectomy offers the highest chance of sustained remission, its invasive and irreversible nature limits broad acceptance. These constraints underscore the unmet need for more durable, non-surgical therapies that can achieve sustained platelet control without long-term treatment dependence.

Global competitive landscape of ITP treatment

As of the Latest Practicable Date, only one BTK inhibitor — Wayrilz® — had been approved for ITP globally. As of the same date, there were six BTK inhibitors under clinical development for ITP globally, as illustrated below.

Global Approved BTK Inhibitors for ITP

Drug	Brand name	Company	Target	Indication	First approval date
Rilzabrutinib	Wayrilz®	Sanofi	BTK	Persistent or chronic ITP who have had an insufficient response to a previous treatment	FDA: 2025-08-29

Global BTK Inhibitors Under Clinical Development for ITP

Drug	Company	Target	Indication	Clinical Stage	First Posted Date	Location
Orelabrutinib	InnoCare	BTK	Chronic ITP	3	2022-03-15	China
CX1440	Biosun Pharma	BTK	ITP	3	2023-07-17	China
Rilzabrutinib	Sanofi	BTK	ITP	3	2025-10-24	China
HZ-A-018	Healzentx	BTK	Persistent or chronic ITP	2	2025-08-22	China
Birelentinib	Our Company	Lyn/BTK	ITP	2	2025-12-12	China
Pirtobrutinib	Eli Lilly	BTK	ITP	1/2	2024-12-06	Global

Source: FDA, Clinicaltrials.gov, CDE,CIC

As of the Latest Practicable Date, there were neither JAK inhibitors approved nor any under industry-sponsored clinical development for ITP globally.

REPORT COMMISSIONED BY CIC

In connection with the [**REDACTED**], we have engaged CIC to conduct a detailed analysis and prepare an industry report on the major markets for which our drug candidates are positioned. CIC is an independent global market research and consulting company that provides market research on a variety of industries including biotechnology. We have agreed to pay CIC a total fee of RMB0.6 million for the preparation of the CIC Report, and we believe that such fees are consistent with the market rate. The payment of such amount was not contingent upon our successful [**REDACTED**] or on the results of the CIC Report. Except for the CIC Report, we did not commission any other industry report in connection with the [**REDACTED**].

The market projections in the CIC Report were based on the following key assumptions: (i) the overall social, economic and political environment in China is expected to remain stable during the forecast period; (ii) China's economic and industrial development is likely to maintain a steady growth trend over the next decade; (iii) related key industry drivers are likely to continue driving the growth of the market during the forecast period; and (iv) there is no extreme force majeure or industry regulation in which the market may be affected dramatically or fundamentally. The reliability of the CIC Report may be affected by the accuracy of the foregoing key assumptions.

OVERVIEW OF LAWS AND REGULATIONS IN THE PRC

This section summarizes the principal PRC laws, rules and regulations that are relevant to our business:

Regulatory Authorities

The regulatory authorities of the drug industry in the PRC include: the National Medical Products Administration (國家藥品監督管理局) (the "NMPA"), the National Health Commission (國家衛生健康委員會) (the "NHC") and the National Healthcare Security Administration (國家醫療保障局) (the "NHSA").

The NMPA is an authority under the State Administration for Market Regulation (國家市場監督管理總局) (the "SAMR") and is the primary regulator for medical products. It is primarily responsible for supervising and managing drugs, medical devices and cosmetics, including drafting relevant regulations and policies; undertaking standard management, registration regulation, quality management and post-market risk management for drugs, medical devices and cosmetics; and organizing and guiding the supervision and inspection of drugs, medical devices and cosmetics; undertaking management of qualifications for licensed pharmacists.

The NHC is the primary national regulator for public health. It is primarily responsible for drafting national health policies, supervising and regulating public health, healthcare services, and health emergency systems, coordinating the reform of medical and health system, organizing the formulation of national drug policies and national essential medicine system, launching an early warning mechanism for the monitoring of the use and clinical comprehensive evaluation of medicine as well as the drug shortage, giving suggestions on the pricing policy of national essential medicine, and regulating the operation of medical institutions and practicing of medical personnel.

The NHSA is an authority directly under the State Council of the PRC (中華人民共和國國務院) (the "State Council") responsible for the management of the healthcare security system. It is primarily responsible for drafting and implementing policies and standards on medical insurance, maternity insurance and medical assistance; supervising and administering the healthcare security funds; organizing the formulation of a uniform medical insurance catalogue and payment standards on drugs, medical disposables and healthcare services; and formulating and supervising the implementation of the bidding and tendering policies for drugs and medical disposables.

Laws and Regulations in Relation to New Drugs

Application for New Drug Registration

Drug registration refers to an approval process where the NMPA conducts review of the safety, efficacy and quality controllability of the drugs intended for marketing according to the application for drug registration made by an applicant, and decides whether to approve the application. Pursuant to the provisions of the Measures for the Administration of Drug Registration (《藥品註冊管理辦法》), promulgated by the SAMR on January 22, 2020 and came into effect on July 1, 2020, the Measures for the Administration of Drug Registration (2020) shall apply to the development, registration, supervision and management activities carried out in the territory of the PRC for marketing of drugs. In accordance with the Measures for the Administration of Drug Registration (2020), drugs registration refers to activities that a drug registration applicant files an application and other supplementary applications for drug clinical trial, approval for drug marketing, and reregistration, among others, under the legal procedures and according to the relevant requirements, and that the medical products administrative department examines the safety, effectiveness, and quality controllability based on the laws and regulations, and the existing scientific cognitions, to decide whether to agree with the activities applied for. A drug registration certificate shall be valid for five years. During the validity period, a holder of a drug registration certificate shall continue to ensure the safety, effectiveness and quality controllability of the marketed drug, and apply for re-registration of the drug six months prior to the expiry of the validity period.

Non-clinical Research and Animal Testing

The non-clinical safety assessment of drugs for marketing approval shall be conducted in accordance with the Good Laboratory Practices for Non-clinical Laboratory Studies (《藥物非臨床研究質量管理規範》) promulgated by the State Food and Drug Administration (the "SFDA") in August 2003 and latest amended by the China Food and Drug Administration (the "CFDA") in July 2017 and came into effect on September 1, 2017. The SFDA promulgated the Administrative Measures for the Certification of Good Laboratory Practices for Non-clinical Laboratory Studies (《藥物非臨床研究質量管理規範認證管理辦法》) in April 2007, which specifies the requirements for institutions applying for Good Laboratory Practices (GLP) certification of non-clinical laboratory studies. On January 19, 2023, the NMPA amended the Administrative Measures for the Certification of Good Laboratory Practices for Non-clinical Laboratory Studies (《藥物非臨床研究質量管理規範認證管理辦法》), which came into effect on July 1, 2023.

According to the Regulations for the Administration of Affairs Concerning Experimental Animals (《實驗動物管理條例》) promulgated by the State Science and Technology Commission in November 1988 and lastly amended in March 2017 by the State Council, the Administration Measures on Good Practice of Experimental Animals (《實驗動物質量管理辦法》) jointly promulgated by the State Science and Technology Commission and the State Bureau of Quality and Technical Supervision in December 1997, and the Administrative Measures on the Certificate for Experimental Animals (Trial) (《實驗動物許可證管理辦法(試行)》) promulgated by the Ministry of Science and Technology and other regulatory authorities

in December 2001 and came into effect in January 2002, using experimental animals and related products requires a Certificate for Utilization of Laboratory Animals. A Certificate for Utilization of Laboratory Animals shall be valid for five years, and the holder shall apply for renewal six months prior to the expiry of the validity period. A Certificate for Utilization of Laboratory Animals shall be inspected annually by the local Science and Technology Bureau.

Application for Clinical Trial

After completing the pre-clinical studies, the applicant must obtain approval for clinical trials of drugs from the NMPA before the conduction of new drug clinical trial. According to the Decision on Adjusting the Approval Procedures of Certain Administrative Approval Items for Drugs (《關於調整部分藥品行政審批事項審批程序的決定》) promulgated by the CFDA on March 17, 2017 and came into effect on May 1, 2017, the decision on the approval of clinical trials of drugs enacted by the CFDA can be made by the Center for Drug Evaluation of the NMPA (國家藥品審評中心) (the "CDE") from May 1, 2017. Pursuant to the Drug Administration Law of the PRC (《中華人民共和國藥品管理法》) (the "Drug Administration Law"), the dossier on a new drug research and development, including the manufacturing method, quality specifications, results of pharmacological and toxicological tests and the relevant data, files and samples, shall, in accordance with the regulations of the drug regulatory authority under the State Council be truthfully submitted to the said department for approval before drug clinical trial is conducted.

The drug regulatory authority under the State Council shall decide whether to approve the clinical trial application and notify the decision to the clinical trial applicant within sixty (60) business days from the date of accepting the clinical trial application. If the drug regulatory authority under the State Council fails to do so, the clinical trial application shall be deemed as approval, and if the bioequivalence test is conducted, it is required to report it to the drug regulatory authority under State Council for filing. According to the Announcement of the NMPA on Matters Concerning Optimizing the Review and Approval of Clinical Trials for Innovative Drugs (《國家藥監局關於優化創新藥臨床試驗審評審批有關事項的公告》), which came into effect in September 2025, to further support innovative drug R&D oriented by clinical value and to improve the quality and efficiency of clinical R&D, clinical trial applications for innovative drugs that meet the requirements shall complete review and approval within thirty (30) working days upon acceptance. However, for complex cases, the CDE may notify the applicant to extend the review period to 60 days.

Before conducting the clinical trial, the applicant shall file a series of detailed documents with the NMPA. According to the Announcement on Drug Clinical Trial Information Platform (《關於藥物臨床試驗信息平台的公告》), which came into effect in September 2013, and the Standard for the Management of Drug Clinical Trial Registration and Information Disclosure (Trial) (《藥物臨床試驗登記與信息公示管理規範(試行)》), which came into effect in July 2020, all clinical trials approved by the CFDA and conducted in the PRC shall complete the clinical trial registration and information disclosure on the Drug Clinical Trial Information Platform. The applicant must complete the initial registration of the trial within one month after obtaining the approval of the clinical trial to obtain the unique registration number of the trial; and complete the subsequent data registration before the first patient is enrolled and submit it for the first time for disclosure.

After obtaining clinical trial approval, the applicant shall choose institutions qualified for clinical trials of the drug to conduct clinical trials. Pursuant to the Administrative Regulations for Drug Clinical Trial Institutions (《藥物臨床試驗機構管理規定》), which came into effect in December 2019, if engaging in drug development activities and conducting clinical trials of drugs (including bioequivalence test conducted after filing) approved by the NMPA within the territory of the PRC, they shall be conducted in the Drug Clinical Trial Institutions. Drug clinical trial institutions shall be subject to filing administration. Institutions that only engage in analysis of biological samples related to drug clinical trials shall not be subject to filing. The national drug regulatory authority is responsible for setting up a filing management information platform for drug clinical trial institutions for registration, filing and operation management of drug clinical trial institutions, as well as the entry, sharing and disclosure of information on supervision and inspection of the drug regulatory authority and competent healthcare authority.

Conduct of Clinical Trial

In compliance with the Measures for the Administration of Drug Registration (《藥品註冊管理辦法》), clinical trials are divided into Phase 1, Phase 2, Phase 3, Phase 4 and bioequivalence trial:

A drug clinical trial to be carried out shall be examined and approved by the ethics committee. The management of drugs used in a drug clinical trial shall satisfy the relevant requirements of the Good Clinical Practice for Drug Trials ((《藥物臨床試驗質量管理規範》) (the "GCP"). A sponsor approved to carry out drug clinical trial shall, before carrying out subsequent drug clinical trial by stages, develop corresponding plan for drug clinical trial, carry out drug clinical trial upon examination and with consent of the ethics committee, and submit corresponding plan for drug clinical trial and supporting materials on the website of the CDE.

Clinical trials shall be conducted for the application of new drug registration and shall be implemented in accordance with the GCP, promulgated by the NMPA and NHC and came into effect on July 1, 2020.

The Good Clinical Practice for Drug Trials stipulates the criteria for the entire procedure of the clinical trial including pre-clinical trial preparation and the necessary conditions, protection of testees' rights and interests, trial protocols, duties of researchers, duties of sponsors, duties of monitors, trial record and report, data management and statistical analysis, administration of drug products for trial, guarantee for quality, polycentric trials, with reference to the internationally recognized principles.

According to the Announcement of the National Medical Products Administration on Adjusting the Review and Approval Procedures for Drug Clinical Trials (《國家藥品監督管理局關於調整藥物臨床試驗審評審批程序的公告》), if a new drug clinical trial has been approved to be carried out, after the completion of Phase 1 and Phase 2 clinical trials and before the implementation of Phase 3 clinical trials, the applicant shall submit an application

for a communication meeting to the CDE to discuss with the CDE on key technical issues including the design of the phase 3 clinical trial. The applicant can also apply for communication on key technical issues at different stages of clinical research and development.

According to the Measures for the Administration of Drug Registration (《藥品註冊管理辦法》), applicants may communicate with CDE on major issues at critical stages such as prior to application for clinical trial of a drug, during the process of clinical trial of a drug, and prior to application for marketing authorization of a drug. According to the Measures for the Administration of Communication and Exchange in Drug Development and Technology Review (《藥物研發與技術審評溝通交流管理辦法》) promulgated by the CDE on December 10, 2020, an applicant may propose to convene a communication meeting with the CDE during the process of drug research and development and registration application. There are three types of communication and exchange meetings: Type I meetings are held to resolve major safety issues encountered in the course of clinical trials of drugs and major technical issues in the course of R&D of breakthrough therapeutic drugs; Type II meetings are held for drugs at critical stages of R&D, which mainly include pre-application meetings for new drugs, meetings after the conclusion of Phase 2 clinical trials and before the commencement of Phase 3 clinical trials, meetings before application for marketing authorization of new drugs, and meetings for risk assessment and evaluation of new drugs. Type III meetings shall refer to meetings other than Type I and Type II meetings.

New Drug Application

Pursuant to the Measures for the Administration of Drug Registration (《藥品註冊管理辦法》), after completing the pharmaceutical research, pharmacological and toxicological studies, clinical trial, and other studies supporting the marketing registration of a drug, determining the quality standards, completing the verification of commercial large-scale production process, and making sound preparation for the acceptance of drug registration inspection and examination, an applicant shall file an application for drug marketing authorization, and submit relevant research materials in accordance with the requirements of the application materials. After the formal examination of the application materials, an application that satisfies the requirements shall be accepted. Where a generic drug, in vitro diagnostic reagent managed as a drug, or any other eligible circumstance assessed by an applicant to be unnecessary or impossible for conducting drug clinical trial and meeting the conditions for exempting drug clinical trial, the applicant may directly file an application for drug marketing authorization. The technical guiding principles and relevant specific requirements for exempting drug clinical trial shall be developed and announced by the CDE.

The CDE shall organize pharmaceutical, medical and other technical personnel to evaluate the accepted applications for drug marketing authorization as required. Where the comprehensive evaluation conclusion is adopted, the drug shall be approved for marketing, and a drug registration certificate shall be issued. If the comprehensive evaluation conclusion is not adopted, a disapproval decision shall be made. A drug registration certificate shall specify the drug approval number, holder, manufacturer and other information.

Drug registration inspection means the inspection activities carried out for the development sites and production sites for verifying the authenticity and consistency of the application materials and the commercial production conditions for marketing of drugs, and examining the compliance of drug development, and data reliability, among others, and the extended examination activities carried out for manufacturers, suppliers, or other entrusted institutions of chemical active pharmaceutical ingredients (the "APIs"), auxiliary materials, and packaging materials and containers in direct contact with drugs involved in the application for drug registration, if necessary.

The CDE shall decide whether to carry out on-site inspection of drug registration development based on risks, according to the degree of drug innovation and the previous acceptance of inspection by drug research institutions.

The CDE shall decide whether to launch production site inspection for drug registration based on risks according to factors such as variety, process, facility, and previous acceptance of inspection for which an application is filed for registration. For innovative drugs, new modified drugs and biological products, production site inspection for drug registration and pre-marketing examination for management standards for drug production quality shall be conducted. For generic drugs, production site inspection for drug registration and pre-marketing examination for management standards for drug production quality shall be conducted based on the risks, according to whether a drug production license for the corresponding production scope has been obtained and whether a variety of the same dosage form has been marketed.

After an application for drug registration is accepted, the CDE shall conduct preliminary review within forty (40) business days of acceptance, notify the Center for Food and Drug Inspection of NMPA (the "Center for Inspection") of organizing inspection and provide the relevant materials required for inspection, where production site inspection for drug registration is required, and concurrently notify the applicant and the medical products administrative department of the province, autonomous region, or municipality in the place where the applicant or production enterprise is located. In principle, the Center for Inspection shall complete the inspection work forty (40) business days prior to the expiry of the time limit for inspection, and report the inspection information, inspection results and other relevant materials to the CDE.

Drug registration examination shall include standard review and sample examination. Standard review means the laboratory assessment of the scientificity of the items set in the standards for the drug for which the applicant applies, the feasibility of the test methods, and the rationality of quality control indicators, among others. Sample examination means the laboratory examination carried out for samples according to the application of the applicant or the drug quality standards verified by the CDE.

The review period for an application for drug marketing authorization shall be 200 business days. Within this two hundred (200) business days period, the review period for the procedures for prioritized review and approval shall be one hundred and thirty (130) business days, and the review period for the procedures for prioritized review and approval for clinically and urgently needed overseas-marketed drug for a rare disease shall be seventy (70) business days.

The following duration shall be excluded from the relevant work period: (i) time taken for the applicant to provide supplementary materials, to make corrections upon examination as well as to verify manufacturing process, quality standards and literature in accordance with the requirements; (ii) delay in examination or inspection due to reason of the applicant, time taken for organizing expert advisory meetings; (iii) the suspended duration in the event of suspension of review and approval procedures pursuant to the provisions of laws and regulations; and (iv) time taken for overseas examination where such overseas examination is activated.

Reform of Evaluation and Approval System for Drugs

In August 2015, the State Council promulgated the Opinions on the Reform of Evaluation and Approval System for Drugs and Medical Devices and Equipment (《關於改革藥品醫療器械審評審批制度的意見》) (the "Reform Opinions"), which provides a framework for reforming the evaluation and approval system for drugs and indicates enhancing the standard of approval for drug registration and accelerating the evaluation and approval process for innovative drugs.

In November 2015, the CFDA promulgated the Announcement on Certain Policies for Drug Registration, Evaluation and Approval (《關於藥品註冊審評審批若干政策的公告》) (the "Certain Policies Announcement"), which further clarifies the measures and policies on simplifying and accelerating the approval process on the basis of the Reform Opinions.

Pursuant to the Decision on Adjusting the Approval Procedures of Certain Administrative Approval Items for Drugs (《關於調整部分藥品行政審批事項審批程序的決定》) promulgated by the CFDA in March 2017 and came into effect in May 2017, the following administrative approval decisions on drugs can be directly made by the CDE in the name of the CFDA: the clinical trial approval decisions on drugs (including domestic and imported); decisions on approval of drug supplementary applications (including domestic and imported); decisions on approval of re-registration of imported drugs.

The Evaluation and Approval Procedures for Breakthrough Therapeutic Drugs (Trial) (《突破性治療藥物審評工作程序(試行)》), the Evaluation and Approval Procedures for Conditionally Approved Drugs (Trial) (《藥品附條件批准上市申請審評審批工作程序(試行)》) and The Preferential Evaluation and Approval Procedures for Drug Marketing Authorization (Trial) (《藥品上市許可優先審評審批工作程序(試行)》) promulgated by the NMPA in July 2020 and came into effect in July 2020, replace the Opinions on Implementing Priority Review and Approval to Encourage Drug Innovation (《關於鼓勵藥品創新實行優先審評審批的意見》) promulgated by the CFDA in December 2017 and came into effect in December 2017, which further clarified the Accelerating Registration Procedures for Drugs.

Administrative Protection and Monitoring Periods for New Drugs

According to the Implementing Rules for PRC Drug Administration Law (《中華人民共和國藥品管理法實施條例》) issued on December 6, 2024 and came into effect from January 20, 2025 and the Reform Plan for Registration Category of Chemical Drugs (《化學藥品註冊分類改革工作方案》) issued on and came into effect from the same day March 4, 2016, the NMPA may, for the purpose of protecting public health, provide for an administrative monitoring period of five years for new Category 1 drugs approved to be manufactured, commencing from the date of approval, to continually monitor the safety of those new drugs.

Regulations on International Multi-Center Clinical Trials and Acceptance of Overseas Clinical Trial Data

According to the Notice on Issuing the International Multi-Center Clinical Trial Guidelines (Trial) (《關於發佈國際多中心藥物臨床試驗指南(試行)的通告》), ("the Multi-Center Clinical Trial Guidelines"), promulgated by the NMPA on January 30, 2015 and came into effect on March 1, 2015, international multi-center clinical trial applicants may simultaneously perform clinical trials in different centers using the same clinical trial protocol. Where the applicants plan to implement the international multi-center clinical trials in the PRC, the applicants shall comply with relevant laws and regulations, such as the PRC Drug Administration Law, the Implementing Regulations of the PRC Drug Administration Law and the Administrative Measures for Drug Registration, execute the Good Clinical Practice, make reference to universal international principles such as the International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use (the "ICH"), and comply with the laws and regulations of the countries involved in the international multi-center clinical trials. Where the applicants plan to use the data derived from the international multi-center clinical trials for approval of a drug registration in the PRC, it shall involve at least two countries, including China, and shall satisfy the requirements for clinical trials set forth in the Multi-Center Clinical Trial Guidelines and other related laws and regulations.

According to the Opinions on Deepening the Reform of the Evaluation and Approval System and Inspiring Innovation of Drugs and Medical Devices, clinical trial data obtained in an international multi-center that conforms to China's requirements for registration of drugs and medical devices can be used for the application for registration in China.

According to the Technical Guiding Principles for the Acceptance of Overseas Clinical Trial Data of Drugs (《接受藥品境外臨床試驗數據的技術指導原則》) promulgated by the NMPA on July 6, 2018, the basic principles for accepting overseas clinical trial data include: (i) applicants shall ensure the authenticity, integrity, accuracy and trace-ability of overseas clinical trial data; (ii) the process of generating overseas clinical trial data shall comply with the relevant requirements of the ICH-GCP; (iii) applicants shall ensure the scientific design of overseas clinical trials, the compliance of the quality management system with the requirements, and the accuracy and integrity of statistical analysis of data; and (iv) to ensure that the clinical trial design and statistical analysis of the data are scientific and reasonable, for the drugs with simultaneous R&D at home and abroad and forthcoming clinical trials in China, the applicants may, prior to implementing registrational clinical trials, contact the CDE to ensure the compliance of registrational clinical trial's design with the essential technical requirements for drug registration in China.

Marketing Authorization Holder System

Pursuant to the Drug Administration Law and the Administrative Measures for Drug Registration, the state implements the drug marketing authorization holder system for drug management. After obtaining a drug registration certificate, an applicant shall be the drug marketing authorization holder. During the validity period, a holder of a drug registration certificate shall continue to ensure the safety, effectiveness and quality controllability of the marketed drug, and apply for re-registration of the drug six months prior to the expiry of the validity period.

The drug marketing authorization holder shall proactively carry out post-marketing research on drugs, further confirm the safety, effectiveness and quality controllability of drugs, and strengthen the continuous management of marketed drugs. Where a drug registration certificate and its annexes require the marketing authorization holder to carry out relevant research work after the drug is marketed, the marketing authorization holder shall complete the research within the prescribed time limit and file a supplementary application, undergo recordation formalities or report as required. After a drug is approved for marketing, the marketing authorization holder shall continue to conduct research on drug safety and effectiveness, undergo recordation formalities in a timely manner or file a supplementary application for revising the instructions according to the relevant data, and continuously update and improve the instructions and labels. According to the duties, the medical products administrative department may require the marketing authorization holder to revise the instructions and labels based on the monitoring of adverse drug reactions and the post-marketing re-evaluation results of the drug.

The marketing authorization holder shall apply for re-registration six months prior to the expiry of the validity period of the drug registration certificate. An application for re-registration of a domestically produced drug shall be filed by the marketing authorization holder with the medical products administrative department of the province, autonomous region, or municipality directly under the Central Government, and an application for re-registration of a drug produced overseas shall be filed by the marketing authorization holder with the Center for Drug Evaluation.

National Reimbursement Drug List of China (the "NRDL")

Participants in the National Health Insurance Scheme and their employers (if any) have to pay a monthly premium. Participants may be reimbursed for all or part of the cost of medicines included in the medical insurance catalogue. The Notice on Provisional Measures for the Administration of the Scope of Medicines in the Basic Medical Insurance for Urban Workers (《城鎮職工基本醫療保險用藥範圍管理暫行辦法》) (or the Medical Insurance Notice), jointly issued by the Ministry of Labor and Social Security of the PRC and the NDRC and other governmental organizations on May 12, 1999, stipulates that the medicines included in the medical insurance catalogue must be clinically necessary, safe and effective, reasonably priced, convenient to use and the supply of which can be guaranteed by the market.

The NRDL for Basic Medical Insurance, Maternity Insurance and Work Injury Insurance (《國家基本醫療保險、生育保險和工傷保險藥品目錄》) sets out the standards for payment of medicines by the basic medical insurance, work injury insurance and maternity insurance funds. The NHSA of the PRC and other governmental organizations have the authority to determine the drugs to be included in the NRDL. Drugs listed in the NRDL are divided into two parts: Class A and Class B. Class A drugs are widely used for clinical treatment, with favourable efficacy and lower prices than their counterparts, while Class B drugs are used for clinical treatment, with favourable efficacy and slightly higher prices than Class A drugs.

On December 5, 2025, the NHSA and the Ministry of Human Resources and Social Security of the PRC released the latest NRDL (implemented on January 1, 2026), which has been expanded to cover a total of 3,253 drugs. Inclusion in the NRDL will generally result in increased sales volume and lower drug prices (which are determined on a case-by-case basis and negotiated based on factors such as the initial drug price).

On July 30, 2020, the NHSA issued the Provisional Measures for the Administration of Medicines for Basic Medical Insurance (《基本醫療保險用藥管理暫行辦法》) ("Measures for the Administration of the NRDL"), which came into effect on September 1, 2020. The Measures for the Administration of the NRDL provides guidance on the inclusion and adjustment of the NRDL and the payment, management and supervision of basic medical insurance. According to the Measures for the Administration of the NRDL, a dynamic adjustment mechanism shall be established for the NRDL, which shall be adjusted annually in principle.

National Essential Drug List of China (the "NEDL")

On August 18, 2009, the MOH and eight other ministries and commissions in the PRC issued the Provisional Measures on the Administration of the NEDL (《國家基本藥物目錄管理辦法(暫行)》), which was revised on February 13, 2015 by the Notice on Issuing the Measures on the Administration of the NEDL (《關於印發國家基本藥物目錄管理辦法的通知》), and the Guidelines on the Implementation of the NEDL System (《關於建立國家基本藥物制度的實施意見》), which aims to promote essential medicines sold to consumers at fair prices in the PRC and ensure that the general public in the PRC has equal access to the drugs contained in the NEDL. On September 13, 2018, the General Office of the State Council issued the Opinions of the General Office of the State Council on Improving the National Essential Drug System (《國務院辦公廳關於完善國家基本藥物制度的意見》). The NHC and the National Administration of Traditional Chinese Medicine promulgated the NEDL (2018 version) (《國家基本藥物目錄(2018年版)》) on September 30, 2018, replacing the NEDL (2012) (《國家基本藥物目錄(2012年版)》) which was promulgated on March 13, 2013. According to these regulations, basic healthcare institutions funded by the government, which primarily include county-level hospitals, county-level Chinese medicine hospitals, rural clinics and community clinics, shall store up and use drugs listed in the NEDL. The drugs listed in NEDL shall be purchased by centralized tender process and shall be subject to the price control by the NDRC. Remedial drugs in the NEDL are all listed in the Medical Insurance Catalog and the entire amount of the purchase price of such drugs is entitled to reimbursement.

Gathering, Collection and Filing of Human Genetic Resources

Pursuant to the Service Guide for Administrative Licensing of Gathering, Collection, Deal, Export and Exit Approval of Human Genetic Resources of Human genetic resources (《人類遺傳資源採集、收集、買賣、出口、出境審批行政許可事項服務指南》) promulgated by the Ministry of Science and Technology in July 2015 and the Notice on the Implementation of the Administrative License for the Gathering, Collection, Deal, Export and Exit of Human Genetic Resources (《關於實施人類遺傳資源採集、收集、買賣、出口、出境審批行政許可的通知》) promulgated by the Ministry of Science and Technology in August 2015, foreign investment sponsors who gather and collect human genetic resources through clinical trials should file a record with the China Human Genetic Resources Management Office through an online system. The Ministry of Science and Technology promulgated the Notice on Updating the Scope and Procedures for Administrative Licensing, Filing, and Prior Reporting of Human Genetic Resource Services Guidelines (《關於更新人類遺傳資源行政許可事項服務指南、備案以及事先報告範圍和程序的通知》) on July 14, 2023 and came into effect on July 1, 2023, which has further refined the approval process for the gathering and collection of human genetic resources for the listing of drugs in the PRC.

Pursuant to the Regulations on the Management of Human Genetic Resources of the People's Republic of China (《中華人民共和國人類遺傳資源管理條例》) (the "HGR Regulations") promulgated by the State Council in May 2019, newly amended in March 2024 and came into effect on May 1, 2024, the state supports the rational use of human genetic resources for scientific research, development of the biomedical industry, improvement of diagnosis and treatment technology, improvement of China's ability to guarantee biosafety and improvement of the level of people's health. Foreign organizations, individuals and institutions established or actually controlled by them shall not gather or preserve Chinese genetic resources within the territory of the PRC, or provide Chinese genetic resources to foreign countries. In addition, the gathering, preservation, utilization and external provision of Chinese genetic resources shall (i) conform to ethical principles and conduct ethical review in accordance with relevant regulations; (ii) respect the privacy of the human genetic resource providers, obtain their prior consents, and protect their lawful rights and interests; (iii) comply with technical specification promulgated by the healthcare department of the State Council.

On October 17, 2020, SCNPC promulgated Biosecurity Law of the PRC (《中華人民共和國生物安全法》), and latest amended and came into effect on April 26, 2024. The Biosecurity Law establishes a comprehensive legislative framework for the pre-existing regulations in such areas as epidemic control of infectious diseases for humans, animals and plants; research, development, and application of biology technology; biosecurity management of pathogenic microorganism laboratories; security management of human genetic resources and biological resources; countermeasures for microbial resistance; and prevention of bioterrorism and defending threats of biological weapons. As per the Biosecurity Law, the research and development activities of high-risk and medium-risk biotechnology shall be carried out by a legal person organization established within the territory of China, upon obtaining the approval or record-filing. The establishment of a pathogenic microorganism laboratory shall be subject to approval or record-filing requirements in accordance with the

law. In addition, (i) collecting human genetic resources of important genetic families or specific areas in China, or collecting human genetic resources of which the types and quantities are subject to provisions of the competent healthcare department under the State Council, (ii) preserving China's human genetic resources, (iii) using China's human genetic resources to carry out international scientific research cooperation, or (iv) transporting, mailing, and carrying China's human genetic resource materials out of the country shall be subject to approval of the competent healthcare department.

The Ministry of Science and Technology promulgated the Implementation Rules for the Administrative Regulation on Human Genetic Resources (《人類遺傳資源管理條例實施細則》) (the "Implementation Rules") on May 26, 2023 and came into effect on July 1, 2023. The Implementation Rules have further provided detailed implementation regulations for the administration of human genetic resources of the PRC, including but not limited to the following:

(a) clarifying the scope of human genetic resource information, which shall include information resources generated from human genetic resource materials (such as human genes and genome data) and exclude clinical data, image data, protein data and metabolic data;

(b) clarifying the criteria to constitute a foreign entity, which shall include (i) any foreign organization or individual that holds directly or indirectly more than 50% of the shares, equity interests, voting rights, property shares or other interests in the institution, (ii) any foreign organization or individual that is able to dominate or have material effect on the decision-making or management of the institution through its voting right or other interests, although the shares, equity interests, voting rights, property share or other interests it directly or indirectly holds in the institution is less than 50%, (iii) any foreign organization or individual that is able to dominate or have material effect on the decision-making or management of the institution through investment relationship, contract or other arrangement; and (iv) other situations stipulated by laws, regulations and rules;

(c) listing the situations where security review may be required, which shall include: (i) human genetic resource information of important genetic families; (ii) human genetic resources information of specific regions, (iii) exome sequencing and genome sequencing information resources with a population greater than 500 cases; and (iv) other situation that may affect the public health, national security and social public interest of the PRC.

Good Clinical Practice Certification and Compliance with the Good Clinical Practice (GCP)

To improve the quality of clinical trials, the NMPA and NHC promulgated the Good Clinical Practice for Drug Trials (《藥物臨床試驗質量管理規範》) (the "GCP") in April 2020 and came into effect on July 1, 2020, which aims to ensure that the clinical trials of drugs are standardized and the results are scientific and reliable, protecting the rights and safety of human subjects. Pursuant to the Opinions on Deepening the Reform of the Evaluation and Approval Systems and Encouraging Innovation of Drugs and Medical Devices (《關於深化審評審批制度改革鼓勵藥品醫療器械創新的意見》) promulgated by the general offices of the Chinese Communist Party Central Committee and the State Council in October 2017, the qualification of clinical trial institutions shall be subject to record management. Clinical trials should follow GCP and protocols approved by the ethics committee of each research center.

Laws and Regulations in Relation to Drug Manufacturer

Drug Manufacturing Permit

Pursuant to the Drug Administration Law promulgated by the SCNPC in September 1984 and lastly amended in August 2019 and came into effect in December 2019, the state adopts an industry entry permit system for drug manufacturers. The conduct of drug manufacturing activities shall be approved and granted with a Drug Manufacturing License (《藥品生產許可證》) by the drug regulatory authority of the people's government at provincial, autonomous regional or municipal level. The Drug Manufacturing License shall indicate the validity period and the scope of production, and shall be reviewed for renewing upon expiration.

Good Manufacturing Practices

Prior to December 1, 2019, establishment of a new drug manufacturer, construction of new production premise for a drug manufacturer or production of new dosage form was required to submit application for good manufacturing practice certification (GMP certification) with the drug regulatory authority in accordance with relevant provisions. If the Good Manufacturing Practices are satisfied, a GMP certificate will be issued. Pursuant to the Announcement on the Relevant Issues Concerning the Implementation of the Drug Administration Law of the PRC (《關於貫徹實施<中華人民共和國藥品管理法>有關事項的公告》), promulgated by the NMPA on November 29, 2019, and the Drug Administration Law, the GMP and Good Supply Practice (GSP) certifications have been cancelled, applications for GMP and GSP certifications are no longer accepted, and GMP and GSP certificates are no longer issued. When engaging in drug manufacturing activities, a manufacturer shall comply with the GMP and establish a sound GMP management system, to ensure that the entire process of drug manufacturing maintain to meet the statutory requirements, and meet the GMP requirements enacted by the drug regulatory authority under the State Council in accordance with the law. The legal representative of and principal person in charge of a drug manufacturer are fully responsible for the drug manufacturing activities of the enterprise.

The Good Manufacturing Practices (《藥品生產質量管理規範》), promulgated by the Ministry of Health of the PRC (the "MOH", now known as the NHC) in March 1988, newly amended in January 2011 and came into effect on March 1, 2011, provided guidance for the quality management, organization and staffing, production premises and facilities, equipment, material and products, recognition and inspection, documentation maintenance, manufacture management, quality control and quality assurance, contractual manufacture and contractual inspection for the products, product delivery and recalls of a manufacturer in a systematical manner.

Pursuant to the Drug Administration Law, the state implements a supervision system for drug manufacturers to ensure the quality and safety of drugs throughout the production process. The Measures for the Supervision and Administration of Drug Production (《藥品生產監督管理辦法》), promulgated by the SAMR in March 2020 and effective as of July 1, 2020, serve as the key implementing regulations governing the supervision of drug production activities. These Measures set forth comprehensive requirements regarding the issuance and management of the Drug Manufacturing License, supervision and inspection of production processes, management of quality assurance systems in compliance with GMP, handling of changes in production, and regulatory responsibilities for entrusted production activities. The Measures emphasize a risk-based and full-lifecycle supervision approach, reinforcing the primary responsibility of marketing authorization holders and manufacturers for drug quality.

Laws and Regulations on Drug Supply

According to the Drug Administration Law, the operation of drug business, including drug wholesale and drug retail, is prohibited without a Drug Supply Permit. A Drug Supply Permit shall state the validity period and the scope of business and be subject to review and reissuance upon expiry of the validity period.

According to the Measures for the Supervision and Administration of Drug Supply and Usage (《藥品經營和使用質量監督管理辦法》) came into effect on January 1, 2024, a Drug Supply Permit is valid for five years. Each holder of the Drug Supply Permit must apply for an extension of its permit six months to two months prior to expiration.

The Good Supply Practice for Pharmaceutical Products (《藥品經營質量管理規範》) (the "GSP Rules") was last amended and came into effect on July 13, 2016. The GSP Rules set forth the basic standards in management of drug supply and apply to enterprises engaged in drug supply in the PRC, which require drug suppliers to implement strict controls on its supply of pharmaceutical products, including standards regarding staff qualifications, premises, warehouses, inspection equipment and facilities, management and quality control. Under the Drug Administration Law, the GSP certification is no longer required for drug suppliers, but drug suppliers are still required to comply with the GSP Rules.

Other Laws and Regulations in Relation to Medical Industry

Basic Medical Insurance Policy

Pursuant to the Decision on the Establishment of the Urban Employee Basic Medical Insurance Programme (《關於建立城鎮職工基本醫療保險制度的決定》) promulgated by the State Council on December 14, 1998 and the Tentative Measures for the Administration of the Scope of Medical Insurance Coverage for Pharmaceutical Products for Urban Employee (《城鎮職工基本醫療保險用藥範圍管理暫行辦法》) promulgated by the National Development and Reform Commission (the "NDRC"), the SDA and other authorities, came into effect on May 12, 1999, all employers in cities and towns, including enterprises (state-owned enterprises, collective enterprises, foreign-invested enterprises, private enterprises, etc.), institutions, public institutions, social organizations, private non-enterprise units and their employees are required to participate in basic medical insurance. Pursuant to the Guiding Opinions on the Pilot of Basic Medical Insurance for Urban Residents (《關於開展城鎮居民基本醫療保險試點的指導意見》) promulgated by the State Council on July 10, 2007, urban residents (not urban employees) in the pilot areas can voluntarily participate in the basic medical insurance for urban residents. Pursuant to the Opinions of the State Council on the Integration of the Basic Medical Insurance System for Urban and Rural Residents (《國務院關於整合城鄉居民基本醫療保險制度的意見》) promulgated by the State Council on January 3, 2016, a unified basic medical insurance system for urban and rural residents was established, including the existing urban residents' medical insurance and all the insured personnel of New Rural Cooperative Medical System, covering all urban and rural residents except those who should be covered by the employee's basic medical insurance.

Medical Insurance Catalogue

Pursuant to the Tentative Measures for the Administration of the Scope of Medical Insurance Coverage for Pharmaceutical Products for Urban Employee (《城鎮職工基本醫療保險用藥範圍管理暫行辦法》), the scope of medical insurance coverage for pharmaceutical products needs to be managed through the formulation of the Medical Insurance Catalogue. A pharmaceutical product listed in the Medical Insurance Catalogue must be clinically needed, safe, effective, reasonably priced, easy to use, available in sufficient quantity, and must meet the following requirements: it is set forth in the Pharmacopoeia of the PRC (current edition) (《中華人民共和國藥典》(現行版)); it meets the standards promulgated by the NMPA; and if imported, it is approved by the NMPA for import. According to the Opinions of the NHSA and the Ministry of Finance on Establishing a List-Based System for Healthcare Security Benefits (《國家醫保局、財政部關於建立醫療保障待遇清單制度的意見》), which came into effect in January, 2021, all provinces shall implement the NRDL in a strict manner, and shall not have the discretion to formulate the catalogue or increase the drugs in any form, or adjust the scope of limited payment unless explicitly stipulated. After several adjustments, the currently effective one is the NRDL for Basic Medical Insurance, Maternity Insurance and Work Injury Insurance (2025) (《國家基本醫療保險、生育保險和工傷保險藥品目錄》(2025年)) (implemented on January 1, 2026).

Drug Price

Pursuant to the Drug Administration Law, for drug products with market-regulated prices in accordance with the law, the drug marketing authorization holder, the drug manufacturer, the drug distributor and medical institution shall determine the price pursuant to the principles of fairness, reasonableness, integrity and trustworthiness as well as quality for value in order to supply drug users with reasonably priced drug products; and shall comply with the requirements relating to drug price administration promulgated by the State Council's pricing authorities, determine and clearly mark the retail prices of drug products. Pursuant to the Notice on Issuing Opinions on Promoting Drug Price Reform (《關於印發<推進藥品價格改革意見>的通知》) jointly promulgated by NDRC, NHC, the Ministry of Human Resources and Social Security, Ministry of Industry and Information Technology, the Ministry of Finance, the MOFCOM and the CFDA on May 4, 2015 and came into effect on June 1, 2015. From June 1, 2015, except for narcotic drugs and first-class psychotropic drugs, the price of drugs set by the government will be cancelled.

Drug Purchases by Hospitals

According to the Guiding Opinions concerning the Urban Medical and Health System Reform (《關於城鎮醫藥衛生體制改革的指導意見》) promulgated and came into effect on February 16, 2000, and the Opinions on the Implementation of Classification Management of Urban Medical Institutions (《關於城鎮醫療機構分類管理的實施意見》) promulgated on July 18, 2000 and came into effect on September 1, 2000, a medical institution must be defined as a for-profit or not-for-profit institution at the time of its establishment. A not-for-profit medical institution refers to a medical institution established for the purpose of public interest services, which maintains and develops the institution with its income, while a for-profit medical institution is established by investors for the purpose of investment return. The PRC government has not established any for-profit medical institutions, while non-government entities may establish for-profit medical institutions. Under PRC law, any not-for-profit medical institution must use a centralized tender system to purchase any pharmaceutical products, while any for-profit medical institution is not required to use such system.

According to the Notice on the Trial Implementation of the Centralized Tender with Respect to Drug Purchases by Medical Institutions (《關於印發醫療機構藥品集中招標採購試點工作若干規定的通知》) promulgated and came into effect on July 7, 2000, the Notice on the Further Standardizing of the Centralized Tender with respect to Drug Purchases By Medical Institutions (《關於進一步做好醫療機構藥品集中招標採購工作的通知》) promulgated and came into effect on August 8, 2001 and the Opinions concerning Further Regulating Drug Purchases by Medical Institutions through Centralized Tendering (《關於進一步規範醫療機構藥品集中採購工作的意見》) promulgated and came into effect on January 17, 2009, any not-for-profit medical institutions established and/or controlled by any government at the county level or above must use a centralized tender system for the procurement of drugs which are listed in the Catalog of Drugs for National Basic Medical Insurance (《國家基本醫療保險藥品目錄》) and are generally for clinical use and bulk purchase.

The Good Practice of Medical Institutions with respect to Centralized Procurement of Drugs (《醫療機構藥品集中採購工作規範》) promulgated and came into effect on July 7, 2010, provides detailed provisions on the catalog and procurement methods of centralized procurement of drugs, the procedures of centralized procurement of drugs, the evaluation methods of centralized procurement of drugs, and the construction and management of the expert pools, further regulates the centralized procurement of drugs and clarifies the code of conduct of the parties involved in centralized procurement of drugs. According to the Good Practice of Medical Institutions with respect to Centralized Procurement of Drugs (《醫療機構藥品集中採購工作規範》), not-for-profit medical institutions established by the government at the county level or above or state-owned enterprises (including state-controlled enterprises) must participate in the centralized procurement of drugs for medical institutions. The centralized procurement management authority at provincial (district or municipal) level is responsible for compiling the catalog of drugs for centralized procurement by medical institutions within its own administrative region, and narcotic drugs and Class I psychoactive drugs under special management by the State are not included in such catalog for centralized procurement; Class II psychoactive drugs, radioactive pharmaceuticals, toxicity drugs for medical use, crude drugs, traditional Chinese medicinal materials and traditional Chinese medicine decoction pieces may be excluded from such catalog for centralized procurement.

According to the Guidance Opinion of the General Office of the State Council on the Improvement of the Drug Centralized Procurement Work of Public Hospitals (《國務院辦公廳關於完善公立醫院藥品集中採購工作的指導意見》) promulgated and came into effect on February 9, 2015, the centralized procurement work of public hospitals will be improved through the purchase of drugs by classification. All drugs used by public hospitals (with the exception of traditional Chinese medicine decoction pieces) should be procured through a provincial centralized pharmaceutical procurement platform. The provincial drug procurement agency should work out a summary of the procurement plans and budget submitted by hospitals and compile reasonably a drug procurement catalog of the hospitals within its own administration region, listing by classification the drugs to be procured through bids, negotiations, direct purchases by hospitals or to be manufactured by appointed pharmaceutical manufacturers.

Volume-Based Procurement

China's centralized volume-based drug procurement system was launched as a pilot in late 2018 with the Papers on Drug Centralized Procurement in "4+7 Cities" (《4+7城市藥品集中採購文件》) and expanded nationwide in 2019 under the Implementing Opinions on Expanding the Pilot Program for Conducting Centralized Procurement and Use of Drugs by the State to Wider Areas (《關於國家組織藥品集中採購和使用試點擴大區域範圍的實施意見》). The program uses competitive bidding among manufacturers of generic drugs that have passed quality consistency assessment, with procurement methods based on the number of qualified suppliers: open tender (3+ enterprises), bargaining (2 enterprises), or negotiation (1 enterprise).

Since 2021, the program has been normalized under the Opinions on Promoting the Normalization and Institutionalization of the Centralized Volume-based Procurement of Drugs (《國務院辦公廳關於推動藥品集中帶量採購工作常態化制度化開展的意見》), requiring all public medical institutions to participate. The procurement catalog focuses on high-demand or high-priced drugs included in the National Reimbursement Drug List.

Drug Distribution and Two-Invoice System

According to the Implementing Opinions on Promoting the "Two-Invoice System" for Drug Procurement by Public Medical Institutions (For Trial Implementation) (《關於在公立醫療機構藥品採購中推行「兩票制」的實施意見(試行)》) which was issued on December 26,2016, the Two-Invoice System is a system under which invoices are issued by drug manufacturers to drug distributors on a one-off basis while invoices are issued by drug distributors to medical institutions on a one-off basis. Wholly-owned or holding commerce companies (there shall be only one commerce company throughout the country) and domestic general agents of overseas drugs (there shall be only one domestic general agent throughout the country) that are established by drug manufacturers or group enterprises integrating scientific research, manufacture, and trade to sell the drugs of these enterprises (groups) may be regarded as manufacturers. Within an enterprise that is a drug circulation group, the allocation of drugs between the group and wholly-owned (holding) subsidiaries or between wholly-owned (holding) subsidiaries should not be regarded as invoicing, but invoicing is allowed once at most.

According to the Several Opinions of the General Office of the State Council on Further Reform and Improvement in Policies of Drug Production, Circulation and Use (《國務院辦公廳關於進一步改革完善藥品生產流通使用政策的若干意見》), which was issued on January 24, 2017, on a priority basis, the Two-Invoice System would be promoted in pilot provinces (autonomous regions and municipalities directly under the Central Government) and pilot cities for public hospital reform, with the goal of having it implemented nationwide by 2018. Pharmaceutical companies must comply with the Two-Invoice System in order to engage in procurement processes with public hospitals.

Advertising of Pharmaceutical Products

Pursuant to the Interim Administrative Measures for the Review of Advertisements for Drugs, Medical Devices, Health Food and Formula Food for Special Medical Purposes (《藥品、醫療器械、保健食品、特殊醫學用途配方食品廣告審查管理暫行辦法》), which was promulgated by SAMR in December 2019 and came into effect on March 1, 2020, advertisements for drugs, medical devices, health food and formula food for special medical purposes shall be true and legitimate, and shall not contain any false or misleading contents. Holders of registration certificates or filing certificates of drugs, medical devices, health food and formula food for special medical purposes as well as the production enterprises and operating enterprises authorized by such holders of certificates shall be applicants for advertising (the "Applicants").

Applicants may entrust agents to apply for the review of advertisements for drugs, medical devices, health food and formula food for special medical purposes. Applicants may submit their applications at the acceptance windows of advertisement review authorities, or may submit their applications for advertisements for drugs, medical devices, health food and formula food for special medical purposes via letters, faxes, e-mails or e-government platforms. The advertisement review authorities shall review the materials submitted by the applicant and shall complete the review within ten business days from the date of acceptance.

After review, for that advertisements that are in line with laws, administrative regulations and these Measures, approval decisions of review shall be made and advertisement approval numbers shall be issued. The validity period of the advertisement approval number for drugs, medical devices, health food and formula food for special medical purposes shall be consistent with the shortest validity period of the product registration certificate, filing certificate or production license. If no valid period is prescribed in the product registration certificate, filing certificate or production license, the valid period of the advertisement approval number shall be two years.

Insert Sheet, Labels and Packaging of Pharmaceutical Products

Pursuant to the Measures for the Administration of the Insert Sheets and Labels of Drugs (《藥品說明書和標籤管理規定》), which was promulgated by SFDA and came effective on June 1, 2006, the insert sheets and labels of drugs should be reviewed and approved by the SFDA. A drug insert sheet should include the important scientific data, conclusions and information concerning drug safety and efficacy in order to direct the safe and rational use of drugs. The inner label of a drug should bear such information as the drug's name, indication or function, strength, dose and usage, production date, batch number, expiry date and drug manufacturer, and the outer label of a drug should indicate such information as the drug's name, ingredients, description, indication or function, strength, dose and usage, adverse reaction, contraindications, precautions, storage, production date, batch number, expiry date, approval number and drug manufacturer. Pursuant to the Measures for The Administration of Pharmaceutical Packaging (《藥品包裝管理辦法》) which came effective on September 1, 1988, pharmaceutical packaging must comply with the national and professional standards. If no national or professional standards are available, the enterprise can formulate its standards and put into implementation after obtaining the approval of the food and drug administration and bureau of standards at provincial level. The enterprise shall reapply with the relevant authorities if it needs to change its packaging standard. Drugs without packing standards must not be sold or traded (except for drugs for the military).

Administration of Pathogenic Microorganism Laboratories

According to the Regulations on the Bio-safety Management of Pathogenic Microbe Laboratories (《病原微生物實驗室生物安全管理條例》) promulgated by State Council and latest amended in December 2024, the pathogenic microorganism laboratories are classified into Level 1, Level 2, Level 3 and Level 4 in accordance with its biosafety level for pathogenic microorganisms and the national standards for the bio-safety. Laboratories at Bio-safety Level 1 and Level 2 may only conduct experimental activities relating to any highly pathogenic

microbes that are explicitly permitted for such laboratories under the official Catalogue of Pathogenic Microorganisms. Laboratories at Bio-safety Level 3 and Level 4 shall meet certain requirements to conduct experimental activities relating to any highly pathogenic microbes. Newly building, rebuilding or expanding of Bio-safety Level 1 or Level 2 laboratories shall file with the relevant health administrative department or veterinary administrative department in the municipal people's government of the place where it is built. The laboratories of Bio-safety Level 3 and Level 4 shall be subject to the state accreditation for laboratories. Laboratories passing accreditation will be granted with certificates for Bio-safety Laboratories at corresponding level. The certificate will be effective for five years.

Provisions in Relation to the Company's Principal Activities

The "Healthy China 2030" Planning Outline jointly issued and implemented by the State Council and the Central Committee of the Communist Party of China (CPC) on October 25, 2016 proposes the establishment of a comprehensive clinical evaluation system focusing on essential medicines, aiming to the complete the drug price formation mechanism in accordance with the principle of combining government regulation with market adjustment, strengthen the linkage between the pricing, health insurance, procurement policies while insisting no categorized management, strengthen supervision of prices of medicines with insufficient market competition and high-value medical consumables, establish a system for monitoring and disclosing information on drug prices, and formulate and improve policies on and standards for payment for drugs covered by medical insurance.

The 14th Five-Year Plan for National Health issued and implemented by the General Office of the State Council on April 27, 2022 proposes to encourage the research and development, innovation and application of new medicines, accelerate the research, development and industrialization of urgently-needed medicines for the clinical treatment of major diseases, and support the research and development of high-quality generic medicines, deepen the reform of the review and approval procedures for medicines and medical devices, and expedite the review and approval process for innovative, clinically-needed drugs and medical devices, and drugs for the treatment of rare diseases.

On July 5, 2024, the executive meeting of the State Council reviewed and approved the Implementation Plan for Whole-Chain Support of Innovative Drug Development (《全鏈條支持創新藥發展實施方案》). The meeting emphasized that the development of innovative drugs is vital for the pharmaceutical industry and crucial to public health and well-being. It called for strengthening policy safeguards across the entire chain by coordinating measures in price regulation, medical insurance payment, commercial insurance, drug provision and utilization, as well as investment and financing. It also highlighted the need to optimize review and approval processes and the assessment mechanisms for medical institutions, fostering concerted efforts to drive breakthroughs in innovative drug development. Furthermore, the meeting urged the mobilization of scientific and technological innovation resources from all sectors, reinforcing fundamental research in new drug creation to solidify the foundation for China's innovative drug development. As of now, the full text of the Plan has not yet been made public.

As mentioned above, on September 9, 2025, NMPA issued the Announcement on Matters Concerning Optimizing the Review and Approval of Clinical Trials for Innovative Drugs (《關於優化創新藥臨床試驗審評審批有關事項的公告》). Building upon pilot program experience, the Announcement further optimizes the review and approval process for clinical trials of innovative drugs. For qualified applications, the review and approval timeline is shortened to be completed within thirty (30) working days from the date of acceptance.

Laws and Regulations in Relation to Intellectual Property

Patent

Patents in the PRC are mainly protected by the Patent Law of the PRC (《中華人民共和國專利法》) (the "Patent Law"), which was promulgated by the SCNPC on March 12, 1984 and latest amended on October 17, 2020 and came into effect on June 1, 2021, and the Implementation Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) (the "Implementation Rules"), promulgated by the State Council on June 15, 2001 and latest amended on December 11, 2023 and came into effect on January 20, 2024. The Patent Law and the Implementation Rules provide for three types of patents, namely "invention," "utility model" and "design." "Invention" refers to any new technical solution relating to a product, a process or improvement thereof; "utility model" refers to any new technical solution relating to the shape, structure, or their combination, of a product, which is suitable for practical use; and "design" refers to any new design of the shape, pattern, color or the combination of any two of them, of a product, which creates an aesthetic feeling and is suitable for industrial application. The duration of a patent right for "invention" is twenty (20) years; the duration of a patent right for "utility model" is ten (10) years; and the duration of a patent right for "design" is fifteen (15) years, all of which duration are from the date of application. According to the Patent Law, for the purpose of public health, the patent administrative department of the State Council may grant mandatory licensing for patented drugs manufactured and exported to countries or regions which comply with the provisions of the relevant international treaty participated by the PRC.

The newly amended Patent Law introduces patent extensions to patents of new drugs that launched in the PRC, and stipulates that the Patent Administration Department under the State Council shall, upon request of the patentee, extend the patent term of relevant invention patents of the new drug that is approved to be listed on the market in China, to compensate for the time spent for the review and examination and approval of the listing of a new drug on the market.

The compensated extension shall not exceed five (5) years, and the total valid patent term after the new drug is approved for the market shall not exceed fourteen (14) years. Such newly adopted patent term extension rule benefits the Company through providing longer protection terms of patents applied or registered in the PRC and related to our product candidates. During the compensated extension period of the patent term of the patent for invention related to a new drug, the scope of protection of the patent is limited to the new drug and the technical solutions related to the approved indications of the new drug. Within the scope of protection, the rights and obligations of the patentee remain the same as before the compensated extension period.

Trademarks

Registered trademarks in the PRC are mainly protected by the Trademark Law of the PRC (《中華人民共和國商標法》), which was promulgated by the SCNPC on August 23, 1982 and latest amended on April 23, 2019 and came into effect on November 1, 2019, and the Implementation Rules of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》), which were promulgated by the State Council on August 3, 2002 and latest amended on April 29, 2014 and came into effect on May 1, 2014. The Trademark Office is responsible for the registration and administration of trademarks throughout China and grants a term of ten (10) years to registered trademarks. When it is necessary to continue using the registered trademark upon expiration of period of validity, a trademark registrant shall make an application for renewal within twelve (12) months before the expiration in accordance with the requirements. If such an application cannot be filed within that period, an extension period of six months may be granted. The period of validity for each renewal of registration shall be ten (10) years as of the next day of the previous period of validity. If the formalities for renewal have not been handled upon expiration of period of validity, the registered trademarks will be deregistered.

Domain Names

Domain names are regulated under the Administrative Measures on the Internet Domain Names (《互聯網域名管理辦法》) issued by the Ministry of Industry and Information Technology (the "MIIT"), on August 24, 2017 and effective from November 1, 2017. The MIIT is the main regulatory authority responsible for the administration of the PRC internet domain names. Domain names registrations are handled through domain name service agencies established under the relevant regulations, and the applicants become domain name holders upon successful registration.

Trade Secret

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) promulgated by SCNPC, as amended and effective as of April 23, 2019, the term "trade secrets" refers to technical and business information that is unknown to the public, has utility, may create business interests or profits for its legal owners or holders, and is maintained as a secret by its legal owners or holders. Under the Anti-Unfair Competition Law of the PRC, business persons are prohibited from infringing others' trade secrets by: (i) acquiring a trade secret from the right holder by theft, bribery, fraud, coercion, electronic intrusion, or any other means; (ii) disclosing, using, or allowing another person to use a trade secret acquired from the right holder by any means as specified in the item (i) above; (iii) disclosing, using, or allowing another person use a trade secret in its possession, in violation of its confidentiality obligation or the requirements of the right holder for keeping the trade secret confidential; (iv) abetting a person, or tempting another person into or in acquiring, disclosing, using, or allowing another person to use the trade secret of the right holder in violation of his or her non-disclosure obligation or the requirements of the right holder for keeping the trade secret confidential. If a third party knows or should have known of the above-mentioned illegal conduct but

nevertheless obtains, uses or discloses trade secrets of others, the third party may be deemed to have committed a misappropriation of the others' trade secrets. The parties whose trade secrets are being misappropriated may petition for administrative corrections, and regulatory authorities may stop any illegal activities and impose fine on the infringing parties.

The Company Law and Regulations

The Company Law, which was amended by the SCNPC on December 29, 2023 and became effective on July 1, 2024, provides for the establishment, corporate structure and corporate management of companies, which also applies to foreign-invested enterprises in PRC.

Regulations in Relation to Foreign Direct Investment

Since January 1, 2020, the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "Foreign Investment Law") promulgated by the National People's Congress (the "NPC") has come into effect. The Law of the PRC on Sino-Foreign Equity Joint Ventures and the Law of the PRC on Wholly Foreign-Owned Enterprises and Law of the PRC on Sino-Foreign Cooperative Joint Ventures were abolished at the same time. Since then, the Foreign Investment Law has become the basic law regulating foreign-invested enterprises wholly or partially invested by foreign investors. While the organization form, institutional framework and standard of conduct of foreign-invested enterprises shall be subject to the provisions of the Company Law of the PRC and other laws. The PRC government will implement the management system of pre-entry national treatment and the Negative List for foreign investment abolished the original approval and filing administration system for the establishment and change of foreign-invested enterprises. Pre-entry national treatment refers to the treatment accorded to foreign investors and their investments at the stage of investment entry which is no less favorable than the treatment accorded to domestic investors and their investments. Negative List refers to a special administrative measure for the entry of foreign investment in specific sectors as imposed by the PRC. The PRC accords national treatment to foreign investment outside of the Negative List. The current Negative List is the Special Management Measures (Negative List) for the Access of Foreign Investment (2024 Revision) (《外商投資准入特別管理措施(負面清單)(2024年版)》) issued by the NDRC and the MOFCOM on September 6, 2024 and came into effect on November 1, 2024, which lists the special management measures for foreign investment access for industries regulated by the Negative List, such as equity requirements and senior management requirements. While strengthening investment promotion and protection, the Foreign Investment Law further regulates foreign investment management and proposes the establishment of a foreign investment information reporting system that replaces the original foreign investment enterprise approval and filing system of the MOFCOM.

The foreign investment information reporting is subject to the Foreign Investment Information Reporting Method (《外商投資信息報告辦法》) jointly developed by the MOFCOM and the State Administration for Market Regulation, which came into effect on January 1, 2020. According to the Foreign Investment Information Reporting Method, the MOFCOM is responsible for coordinating and guiding the reporting of foreign investment information nationwide. The competent commercial department of the local people's government at or above the county level, as well as the relevant agencies of the Pilot Free Trade Zones and the National Economic and Technological Development Zones, are responsible for reporting information on foreign investment in the region. Foreign investors who directly or indirectly carry out investment activities in China shall submit investment information to the competent commercial department through the enterprise registration system and the National Enterprise Credit Information Publicity System and the reporting methods include initial reports, change reports, cancellation reports, and annual reports. Foreign investors who establish foreign invested enterprises in China or acquire domestic non-foreign-invested enterprises through equity merger and acquisition shall submit initial reports through the enterprise registration system when applying for the registration of the establishment of foreign-invested enterprises or applying for the registration of the change of the acquired enterprises. If the change in the information of initial reports involves registration or filing of the change of enterprises, foreign-invested enterprises shall submit change reports through the enterprise registration system when applying for the registration or filing of change of enterprises. If the change in the information of initial reports does not involve registration or filing of the change of enterprises, foreign-invested enterprises shall submit change reports through the enterprise registration system within twenty (20) business days after the change. Foreign-invested listed companies may report information on changes in investors and their shareholdings only when the cumulative change in the foreign investors' shareholding ratio exceeds 5% or the foreign parties' shareholding or relative holding status has changed.

Regulations on The Security Review of Foreign Investment

On December 19, 2020, the NDRC and the MOFCOM jointly promulgated the Measures on the Security Review of Foreign Investment (《外商投資安全審查辦法》), effective on January 18, 2021, setting forth provisions concerning the security review mechanism on foreign investment, including the types of investments subject to review, the scopes of review and procedures to review, among others.

Regulations in Relation to Product Liability

The Product Quality Law of the PRC (《中華人民共和國產品質量法》), promulgated by the SCNPC on February 22, 1993 and latest amended on December 29, 2018 (the "Product Quality Law"), is the principal governing law relating to the supervision and administration of product quality. According to the Product Quality Law, manufacturers shall be liable for the quality of products produced by them and sellers shall take measures to ensure the quality of the products sold by them. A manufacturer shall be liable to compensate for any bodily injuries or damage to property other than the defective product itself resulting from the defects in the product, unless the manufacturer is able to prove that: (1) the product has never been

circulated; (2) the defects causing injuries or damage did not exist at the time when the product was circulated; or (3) the science and technology at the time when the product was circulated were at a level incapable of detecting the defects. A seller shall be liable to compensate for any bodily injuries or damage to property of others caused by the defects in the product if such defects are attributable to the seller. A seller shall pay compensation if it fails to indicate either the manufacturer or the supplier of the defective product. A person who is injured or whose property is damaged by the defects in the product may claim for compensation from the manufacturer or the seller.

Pursuant to the PRC Civil Code (《中華人民共和國民法典》) promulgated by the NPC on May 28, 2020 and coming into effect on January 1, 2021, where a patient suffers damage due to defects in drugs, he may seek compensation from the drug marketing authorization holder, producer or the medical institution. Where the patient seeks compensation from the medical institution, the medical institution, after it has made the compensation, shall have the right to recover the compensation from the liable drug marketing authorization holder or producer.

The Law of the PRC on the Protection of the Rights and Interests of Consumers (《中華人民共和國消費者權益保護法》) was promulgated on October 31, 1993 and latest amended on October 25, 2013 and came into effect on March 15, 2014 to protect consumers' rights when they purchase or use goods and accept services. All business operators must comply with this law when they manufacture or sell goods and/or provide services to customers. All business operators must pay high attention to protecting customers' privacy and must strictly keep confidential any consumer information they obtain during their business operations.

Regulations in Relation to Production Safety

The Production Safety Law of the PRC (《中華人民共和國安全生產法》), promulgated by the SCNPC on June 29, 2002 and latest amended on June 10, 2021 and came into effect on September 1, 2021, is the basic law for governing production safety. It provides that any entity whose production safety conditions do not meet the requirements may not engage in production and business operation activities. The production and business operation entities shall educate and train employees regarding production safety so as to ensure that the employees have the necessary knowledge of production safety, are familiar with the relevant regulations and rules for safe production and the rules for safe operation, master the skills of safe operation in their own positions, understand the emergency measures, and know their own rights and duties in terms of production safety. Employees who fail the education and training programs on production safety may not commence working in their positions. Safety facilities of any new building, rebuilding or expanding project (the "construction project") shall be designed, constructed and put into operation simultaneously with the main body of the project. Investment in safety facilities shall be included in the budget of the construction project.

Regulations in Relation to Environmental Protection and Fire Safety

According to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), promulgated by the SCNPC on December 26, 1989 and latest amended on April 24, 2014 and came into effect on January 1, 2015, the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》), promulgated by the SCNPC on October 28, 2002 and latest amended on December 29, 2018, and the Administrative Regulations on the Environmental Protection of Construction Project (《建設項目環境保護管理條例》), promulgated by the State Council on November 29, 1998 and latest amended on July 16, 2017 and came into effect on October 1, 2017, enterprises which plan to construct projects shall engage qualified professionals to provide the assessment reports, assessment form, or registration form on the environmental impact of such projects. The assessment reports, assessment form, or registration form shall be filed with or approved by the relevant environmental protection bureau prior to the commencement of any construction work.

Enterprises that engage in the activities of industry, construction, catering, and medical treatment, etc. that discharge sewage into urban drainage facilities shall apply to the relevant competent urban drainage department for the permit for discharging sewage into drainage pipelines under relevant laws and regulations, including the Regulations on Urban Drainage and Sewage Disposal (《城鎮排水與污水處理條例》), which was promulgated on October 2, 2013 and came into force on January 1, 2014, and the Measures for the Administration of Permits for the Discharge of Urban Sewage into the Drainage Network (《城鎮污水排入排水管網許可管理辦法》), which was promulgated on January 22, 2015 and last amended on December 1, 2022 and took effect on February 1, 2023. Drainage entities covered by urban drainage facilities shall discharge sewage into urban drainage facilities in accordance with the relevant provisions of the State. Where a drainage entity needs to discharge sewage into urban drainage facilities, it shall apply for a drainage license in accordance with the provisions of these Measures. The drainage entity that has not obtained the drainage license shall not discharge sewage into urban drainage facilities.

According to the Administrative Measures on Pollutant Discharge Permit issued by the Ministry of Ecology and Environment on April 1, 2024 and came into effect on July 1, 2024, enterprises, public institutions and other producers and operators that are subject to the administration of pollutant discharge permits shall apply for a pollutant discharge permit and discharge pollutants in accordance with the requirements of the pollutant discharge permit; and those who have not obtained the pollutant discharge permits shall not discharge pollutants. According to the Classification Management List for Fixed Source Pollution Permits (2019 Edition) (《固定污染源排污許可分類管理名錄(2019年版)》), the manufacturing of biological drugs and products falls into the classification management scope for fixed source pollution permits.

According to the Fire Safety Law of the PRC (《中華人民共和國消防法》) promulgated by the SCNPC in April 1998, last amended and effective on April 29, 2021, and the Interim Provisions on Administration of Fire Protection Design Review and Acceptance of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》) (the "Interim Provisions") promulgated by the Ministry of Housing and Urban-Rural Development on April 1, 2020, and last amended on August 21, 2023, the fire protection design or construction of a construction project must conform to the national fire protection technical standards for project construction and construction projects shall undergo the fire protection design review and acceptance system. The special construction projects as defined in the Interim Provisions must apply to the fire control department for fire protection design review, and complete the fire protection acceptance procedures after the completion of the construction project. The construction unit of other construction projects must complete the fire protection filing of the fire protection design and the completion acceptance within five (5) business days after the completion acceptance of the construction project. If a construction project fails to pass the fire safety inspection before it is put into use, or does not meet the fire safety requirements after the inspection, it will be ordered to suspend the construction and use of such project, or suspend production and business, and be imposed with a fine.

Regulations in Relation to Prevention and Control of Occupational Diseases

The Prevention and Control of Occupational Diseases Law of the PRC (《中華人民共和國職業病防治法》), which was promulgated by the SCNPC on October 27, 2001 and latest amended on December 29, 2018 (the "Prevention and Control of Occupational Diseases Law"), is the basic law for the prevention and control of occupational diseases. According to the Prevention and Control of Occupational Diseases Law, budget for facilities for the prevention and control of occupational diseases of a construction project shall be included in the budget of the project and those facilities shall be designed, constructed and put into operation simultaneously with the main body of the project. The entity that takes charge of the project should carry out the assessment of the effectiveness of measures for the prevention and control of occupational diseases before the final acceptance of the construction project. In addition, employers shall take required administrative measures to prevent and control occupational diseases in work.

Regulations in Relation to Employment and Social Securities

Pursuant to the Labor Law of the PRC (《中華人民共和國勞動法》), promulgated by the SCNPC on July 5, 1994 and latest amended on December 29, 2018 and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), promulgated by the SCNPC on June 29, 2007 and latest amended on December 28, 2012 and came into effect on July 1, 2013, employers shall execute written labor contracts with full-time employees. All employers shall comply with local minimum wage standards. Employers shall establish a comprehensive management system to protect the rights of their employees, including a system governing occupational health and safety to provide employees with occupational training to prevent occupational injury, and employers are required to truthfully inform prospective employees of the job description, working conditions, working location, occupational hazards, and status of safe production as well as remuneration and other conditions.

According to Social Security Law of the PRC (《中華人民共和國社會保險法》), which was promulgated on 28 October 2010 and amended on 29 December 2018, an employer is required to make contributions to social insurance schemes for its employees, including basic pension insurance, basic medical insurance, unemployment insurance, maternity insurance and work-related injury insurance. If the employer fails to make social insurance contributions in full and on time, the social insurance authorities may demand the employer to make payments or supplementary payments for the unpaid social insurance premium within a prescribed time limit together with a 0.05% per day surcharge of the unpaid social insurance premium from the due date. If the payment is not made within such time limit, the relevant administrative authorities will impose a fine ranging from one to three times the total outstanding amount. Pursuant to the Interpretation (II) of the Supreme People's Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), promulgated on July 31, 2025 and effective as of September 1, 2025, any agreement between an employer and an employee, or any undertaking by an employee, to waive social insurance contributions shall be deemed invalid by the people's courts. If an employer fails to make social insurance contributions in accordance with the law, the employee is entitled to terminate the labor contract in accordance with Article 38 of the Labor Contract Law and claim economic compensation, which shall be supported by the people's courts.

According to the Reform Plan of the State Tax and Local Tax Collection Administration System (《國税地税徵管體制改革方案》), which was promulgated on 20 July 2018, commencing from 1 January 2019, all the social insurance premiums including the premiums of the basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and basic medical insurance shall be collected by the tax authorities. According to the Notice on Conducting the Relevant Work Concerning the Administration of Collection of Social Insurance Premiums in a Steady, Orderly and Effective Manner (《關於穩妥有序做好社會保險費徵管有關工作的通知》) promulgated by the General Office of the State Administration of Taxation on 13 September 2018 and the Urgent Notice on Implementing the Spirit of the Executive Meeting of the State Council in Stabilizing the Collection of Social Security Contributions (《關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知》) promulgated by the General Office of the Ministry of Human Resources and Social Security on 21 September 2018, all the local authorities responsible for the collection of social insurance are strictly forbidden to conduct self-collection of historical unpaid social insurance contributions from enterprises. The Notice on Implementing Measures to Further Support and Serve the Development of Private Economy (《關於實施進一步支持和服務民營經濟發展若干措施的通知》), promulgated by the State Taxation Administration on 16 November 2018, repeats that tax authorities at all levels may not organize self-collection of arrears of taxpayers including private enterprises from the previous years. The Notice of the General Office of the State Council on Promulgation of the Comprehensive Plan for the Reduction of Social Insurance Premium Rate (《國務院辦公廳關於印發降低社會保險費率綜合方案的通知》), promulgated on 1 April 2019, requires steady advancement of the reform of the system of social security collection. In principle, the basic pension insurance for enterprise employees and other insurance types for enterprise employees shall be collected temporarily according to the existing collection system to stabilize the payment method. It also emphasizes

that the historical unpaid arrears of the enterprise shall be properly treated. In the process of reformation of the collection system, it is not allowed to conduct self-collection of historical unpaid arrears from enterprises, and it is not allowed to adopt any method of increasing the actual payment burden of small and micro enterprises to avoid causing difficulties in the production and operation of the enterprises.

According to the Administrative Regulations on Housing Provident Funds (《住房公積金管理條例》), which was promulgated on 3 April 1999 and latest amended on 24 March 2019, employers are required to make contribution to housing provident funds for their employees. Where an employer fails to pay up housing provident funds, the housing provident fund administration center may order it to make payment within a prescribed time limit. If the employer still fails to do so, the housing provident fund administration center may apply to the court for compulsory enforcement of the unpaid amount.

Regulations in Relation to Information Security and Data Privacy

Data Security and Export

The NPCSC promulgated the Data Security Law of the People's Republic of China (《中華人民共和國數據安全法》), on June 10, 2021 (effective from September 1, 2021), for the establishment of a data classification and grading protection system to conduct classified and hierarchical protection of data. Entities engaged in data processing activities shall, in accordance with laws and regulations, establish a sound full-process data security management system, organize data security education and training, and take corresponding technical measures and other necessary measures to ensure data security.

According to the Measures for Security Assessment of Data Export (《數據出境安全評估辦法》) issued by the Cyberspace Administration of China on July 7, 2022 and came into effect on September 1, 2022, a data processor that provides data overseas under any of the following circumstances shall apply to the national cyberspace administration for the security assessment of the outbound data transfer through local provincial cyberspace administration: (i) a data processor provides important data abroad; (ii) the critical information infrastructure operator or the data processor that has processed the personal information of more than 1 million people provides personal information abroad; (iii) the data processor that has provided the personal information of over 100,000 people or the sensitive personal information of over 10,000 people cumulatively since January 1 of the previous year provides personal information abroad.; and (iv) any other circumstance where an application for the security assessment of outbound data transfer is required by the national cyberspace administration.

According to the Measures for Standard Contract for Outbound Transfer of Personal Information (《個人信息出境標準合同辦法》) issued by the Cyberspace Administration of China on February 22, 2023 and effective from June 1, 2023, to provide personal information to an overseas recipient through the conclusion of the standard contract, a personal information processor shall meet all of the following circumstances: (i) it is not a critical information infrastructure operator; (ii) it has processed the personal information of less than one million

individuals; (iii) it has cumulatively provided the personal information of less than 100,000 individuals to overseas recipients since January 1 of the previous year; and (iv) it has cumulatively provided the sensitive personal information of less than 10,000 individuals since January 1 of the previous year.

According to the Provisions on Facilitating and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》), a data handler that is not a critical information infrastructure operator, will be exempted from declaring for security assessment for outbound data transfer, signing a standard contract with overseas recipient or passing the personal protection certification, if such data handler accumulatively transfers overseas ordinary personal information of less than 100,000 individuals since January 1 of the current year.

Personal Information Protection

According to the Civil Code (《民法典》), personal information of natural persons is protected by law. If any organization or individual needs to obtain other people's personal information, they should obtain it in accordance with the law and ensure the security of the information. They must not illegally collect, use, process, or transmit other people's personal information, and must not illegally buy, sell, provide, or disclose the information. The Personal Information Protection Law of the People's Republic of China (《中華人民共和國個人信息保護法》) promulgated by the NPCSC on August 20, 2021 and implemented on November 1, 2021, further emphasizes the obligations and responsibilities of processors for the protection of personal information, and requests higher level of protective measures on the processing of sensitive personal information.

According to the Cybersecurity Law of the People's Republic of China (《中華人民共和國網絡安全法》) promulgated by the NPCSC on November 7, 2016 and effective on June 1, 2017, network operators must follow the principles of legality, legitimacy and necessity when collecting and using personal information, and publicly disclose the rules for collection and use, clearly state the purpose, method and scope of collecting and using information, and obtain the consent of the person whose data is being collected. Network operators shall not collect personal information unrelated to the services they provide. Network operators are not allowed to leak, tamper with, or damage the personal information they collect; they are not allowed to provide personal information to others without the consent of the person whose data is being collected. However, this does not apply to cases where a specific individual cannot be identified and the identity cannot be recovered after processing. Network operators should take technical measures and other necessary measures to ensure the security of the personal information they collect and prevent leakage, damage and loss of information.

Laws and Regulations in Relation to Anti-Bribery

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) promulgated by SCNPC, as amended and effective as of April 23, 2019, and the Interim Provisions on the Prohibition of Commercial Bribery (《關於禁止商業賄賂行為的暫行規定》) promulgated by the SAIC on November 15, 1996, any business operator shall not provide or promise to provide economic benefits (including cash, other property or by other means) to a counter-party in a transaction or a third party that may be able to influence the transaction, in order to entice such party to secure a transactional opportunity or competitive advantages for the business operator. Any business operator breaching the relevant anti-bribery rules above-mentioned may be subject to administrative punishment or criminal liability depending on the seriousness of the cases.

Pursuant to the Provisions on the Establishment of Adverse Records of Commercial Briberies in the Medicine Purchase and Sales Industry (《關於建立醫藥購銷領域商業賄賂不良記錄的規定》), which was promulgated by the National Health and Family Planning Commission (currently the NHC) and came into effect on March 1, 2014, any medicine production and operation enterprises or agents that are involved in criminal, investigational or administrative procedures for commercial bribery will be listed in the adverse records of commercial briberies by the relevant government authorities, as a result of which, for two years from the date the list of adverse records of commercial briberies is published, (i) their products cannot be purchased by public medical institutions or medical and health institutions receiving financial subsidies within the relevant provinces, and (ii) the scores of their products in the centralized tender processes of public medical institutions or medical and health institutions receiving financial subsidies in other provinces will be reduced. As for those enterprises or agents listed in adverse records twice within five years, their products cannot be purchased by public medical institutions or medical and health institutions receiving financial subsidies throughout China for two years from the date the list of adverse records of commercial briberies is published.

REGULATIONS ON TAXATION

Enterprise Income Tax

According to the CIT Law, which was promulgated by the SCNPC and was latest amended on December 29, 2018, and the Regulation on the Implementation of the CIT Law, which was promulgated by the State Council and was latest amended in April 2019, a uniform 25% enterprise income tax rate is imposed to both foreign invested enterprises and domestic enterprises, except where tax incentives are granted to special industries and projects. The enterprise income tax rate is reduced to 20% for qualifying small low-profit enterprises. The high-tech enterprises that need full support from the PRC's government will enjoy a reduced tax rate of 15% for enterprise income tax.

Value-added Tax

Pursuant to the Value-added Tax Law of the People's Republic of China (《中華人民共和國增值税法》), which was promulgated on December 25, 2024 and came into effect on. January 1, 2026 and the Regulations for the Implementation of the Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值税法實施條例》), which was promulgated and came into effect on the same day, entities and individuals (including individual businesses) engaged in sale of goods, services, intangible assets and immovables and importation of goods within the territory of China are the value-added tax ("VAT") payers. Sale of goods, services, intangible assets and immovables shall mean compensated transfer of ownership of goods and immovables, provision of services for compensation, and compensated transfer of ownership or use right of intangible assets.

According to the Notice of the Ministry of Finance and the State Taxation Administration on the Adjusting Value-added Tax Rates (《財政部税務總局關於調整增值税税率的通知》) effective in May 2018, the VAT rates of 17% and 11% on sales, imported goods shall be adjusted to 16% and 10%, respectively.

According to the Announcement of the Ministry of Finance, the State Taxation Administration and the General Administration of Customs on Relevant Policies for Deepening the Value-Added Tax Reform (《財政部税務總局海關總署關於深化增值税改革有關政策的公告》) promulgated on March 20, 2019 and effective from April 1, 2019, the VAT rates of 16% and 10% on sales, imported goods shall be adjusted to 13% and 9%, respectively.

REGULATIONS ON FOREIGN EXCHANGE

Foreign Exchange Regulation

On January 29, 1996, the State Council promulgated the Administrative Regulations on Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》) which became effective on April 1, 1996 and was amended on January 14, 1997 and August 5, 2008. Foreign exchange payments under current account items shall, pursuant to the administrative provisions of the foreign exchange control department of the State Council on payments of foreign currencies and purchase of foreign currencies, be made using self-owned foreign currency or foreign currency purchased from financial institutions engaging in conversion and sale of foreign currencies by presenting the valid document. Domestic entities and domestic individuals making overseas direct investments or engaging in issuance and trading of overseas securities and derivatives shall process registration formalities pursuant to the provisions of the foreign exchange control department of the State Council.

On November 19, 2012, the SAFE issued the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment (《關於進一步改進和調整直接投資外匯管理政策的通知》), or the SAFE Circular 59, which came into effect on December 17, 2012 and was revised on May 4, 2015, October 10, 2018 and partially abolished on December 30, 2019. The SAFE Circular 59 aims to simplify the foreign exchange procedure

and promote the facilitation of investment and trade. According to the SAFE Circular 59, the opening of various special purpose foreign exchange accounts, such as pre-establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of RMB proceeds derived by foreign investors in the PRC, and remittance of foreign exchange profits and dividends by a foreign-invested enterprise to its foreign shareholders no longer require the approval or verification of SAFE, multiple capital accounts for the same entity may be opened in different provinces as well. Later, the SAFE promulgated the Circular on Further Simplifying and Improving Foreign Exchange Administration Policies in Respect of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) in February 2015, which was partially abolished in December 2019, prescribed that the bank instead of SAFE can directly handle the foreign exchange registration and approval under foreign direct investment while SAFE and its branches indirectly supervise the foreign exchange registration and approval under foreign direct investment through the bank.

On May 10, 2013, the SAFE issued the Administrative Provisions on Foreign Exchange in Domestic Direct Investment by Foreign Investors (《外國投資者境內直接投資外匯管理規定》), or the SAFE Circular 21, which became effective on May 13, 2013, amended on October 10, 2018 and partially abolished on December 30, 2019. The SAFE Circular 21 specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC must be conducted by way of registration and banks must process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches.

According to the Notice of the People's Bank of China and the State Administration of Foreign Exchange on Issues Concerning the Administration of Funds Raised by Domestic Enterprises Listed Overseas (《中國人民銀行國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》), promulgated on December 24, 2025 and effective on April 1, 2026, a domestic enterprise that conducts an overseas listing shall, within 30 working days from the first trading day of the overseas listing or the completion of the [**REDACTED**], apply to a bank within the province or the separately-listed municipality where it is registered (hereinafter referred to as the local bank) for overseas listing registration. In principle, funds raised by domestic enterprises through overseas listings shall be remitted back to the territory in a timely manner. Where such funds are retained overseas for the conduct of overseas direct investment, overseas securities investment, overseas lending and other businesses, the domestic enterprise shall obtain the approval or filing documents from the business competent authorities before the date of completion of the overseas issuance or the [**REDACTED**] and shall comply with relevant cross-border funds administration provisions. The purposes of funds raised through an overseas listing shall be consistent with the relevant contents set out in publicly disclosed documents (hereinafter referred to as publicly disclosed documents), such as the document or resolutions of the board of directors or shareholders' meetings. Any domestic shareholder who reduces their holdings must file a reduction registration with their bank either before or within 30 working days after the transaction. Until the new rules take effect in April 2026, the existing Notice on Relevant Issues Concerning the Administration of Foreign Exchange for Overseas Listing (《關於境外上市外匯管理有關問題的通知》) (issued by the SAFE on December 26, 2014) remains applicable. Under that existing notice, the domestic companies shall register the

overseas listing with the foreign exchange control bureau located at its registered address in 15 working days after completion of the overseas listing and issuance. The funds raised by the domestic companies through overseas listing may be repatriated to China or deposited overseas, provided that the intended use of the fund shall be consistent with the contents of the document and other public disclosure documents.

According to the Notice of the State Administration of Foreign Exchange on Reforming the Management Mode of Foreign Exchange Capital Settlement of Foreign Investment Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》), or the SAFE Circular 19 promulgated on March 30, 2015, coming effective on June 1, 2015 and partially abolished on December 30, 2019 and March 23, 2023, foreign-invested enterprises could settle their foreign exchange capital on a discretionary basis according to the actual needs of their business operations. Whilst, foreign-invested enterprises are prohibited to use the foreign exchange capital settled in RMB (a) for any expenditures beyond the business scope of the foreign-invested enterprises or forbidden by laws and regulations; (b) for direct or indirect securities investment; (c) to provide entrusted loans (unless permitted in the business scope), repay loans between enterprises (including advances by third parties) or repay RMB bank loans that have been on-lent to a third party; and (d) to purchase real estates not for self-use purposes (save for real estate enterprises).

On June 9, 2016, SAFE issued the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》), or the SAFE Circular 16, which came into effect on the same day and partially amended on December 4, 2023 and effective since then. The SAFE Circular 16 provides that discretionary foreign exchange settlement applies to foreign exchange capital, foreign debt offering proceeds and remitted foreign listing proceeds, and the corresponding RMB capital converted from foreign exchange may be used to extend loans to related parties or repay inter-company loans (including advances by third parties). However, there remain substantial uncertainties with respect to SAFE Circular 16's interpretation and implementation in practice.

On October 23, 2019, SAFE promulgated the Notice on Further Facilitating Cross-Board Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), which became effective on the same date (except for Article 8.2, which became effective on January 1, 2020), and partially amended on December 4, 2023 and effective since then. The notice canceled restrictions on domestic equity investments made with capital funds by non-investing foreign-funded enterprises. In addition, restrictions on the use of funds for foreign exchange settlement of domestic accounts for the realization of assets have been removed and restrictions on the use and foreign exchange settlement of foreign investors' security deposits have been relaxed. Eligible enterprises in the pilot area are also allowed to use revenues under capital accounts, such as capital funds, foreign debts and overseas listing proceeds for domestic payments without providing materials to the bank in advance for authenticity verification on an item-by-item basis, while the use of funds should be true, in compliance with applicable rules and conforming to the current capital revenue management regulations.

According to the Circular on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《關於優化外匯管理支持涉外業務發展的通知》) issued by the SAFE on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital funds, foreign credits and the income under capital accounts of overseas listing, without submitting the evidentiary materials concerning authenticity of such capital for banks in advance, provided that their capital use is authentic and in compliance with administrative regulations on the use of income under capital accounts. The bank in charge shall conduct post spot checking in accordance with the relevant requirements.

REGULATIONS IN RELATION TO OVERSEAS SECURITIES OFFERING AND LISTING BY DOMESTIC COMPANIES

According to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) issued by the China Securities Regulatory Commission (the "CSRC") on February 17, 2023 and effective from March 31, 2023 (hereinafter referred to as the "Trial Measures"), where a domestic company seeks overseas securities issuance and listing, the issuer shall file with the CSRC in accordance with the Trial Measures. If an issuer procures an overseas initial public offering or listing, it shall file with the CSRC within three (3) business days after submitting application documents for overseas securities issuance and listing.

According to the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) jointly issued by the CSRC and other departments on February 24, 2023 and effective on March 31, 2023, in the overseas offering and listing activities of domestic enterprises, domestic enterprises, and securities companies and securities service institutions that provide corresponding services shall strictly comply with the applicable laws and regulations of the People's Republic of China and satisfy the requirements of these Provisions, enhance the legal awareness of safeguarding state secrets and strengthening archives administration, establish and improve the confidentiality and archives work system, and take necessary measures to fulfill the confidentiality and archives administration obligations, and shall not divulge state secrets or work secrets of state organs, or harm the interests of the state or the public. A domestic enterprise that, either directly or through its overseas listed entity, publicly discloses or provides to relevant securities companies, securities service institutions, overseas regulators, and other entities and individuals, any documents and materials that involve state secrets or work secrets of state organs, shall obtain approval from the competent department with the power of examination and approval according to the law, and report to the administrative department of confidentiality at the same level for filing. A domestic enterprise that, either directly or through its overseas listed entity, publicly discloses or provides to relevant securities companies, securities service institutions, overseas regulators, and other entities and individuals, other documents and materials whose divulgence will have adverse impact on national security or public interest, shall strictly undergo the relevant procedures in accordance with the relevant regulations of the state.

FACILITATED REGULATORY PATHWAYS

Facilitated regulatory pathways discussed in this document have different eligibility criteria:

NMPA Breakthrough Therapy Designation

During drug clinical trials, for innovative drugs or improved new drugs intended for preventing or treating diseases that seriously endanger life or severely affect quality of life, and for which there are no effective prophylactic or therapeutic methods, or that can demonstrate a clear clinical advantage over existing therapeutic methods, applicants may apply for the breakthrough therapy program at Phase 1 or 2 of clinical trials (usually no later than before Phase 3 begins). During the clinical trial for a drug, an application for the breakthrough therapy program must simultaneously meet the following conditions: (1) the drug is intended for preventing or treating a disease that seriously endangers life or severely affects quality of life; and (2) if there is no existing effective method of prevention or treatment, the drug can provide an effective therapeutic option; or if compared with existing treatment methods, the drug offers a clear clinical advantage. That is, when used alone or in combination with one or more other drugs, it demonstrates a significant improvement in one or more clinically meaningful endpoints.

NMPA Priority Review

When applying for drug marketing authorization, the following drugs with significant clinical value may apply for priority review and approval procedures: (1) innovative or modified new drugs that are in clinical urgent need due to shortages, or that are intended to prevent or treat major infectious diseases, rare diseases, or similar conditions; (2) new pediatric drug varieties, dosage forms, and specifications that conform to children's physiological characteristics; (3) vaccines and innovative vaccines urgently needed for disease prevention or control; (4) drugs that have been included in the breakthrough therapy program; (5) drugs that qualify for conditional approval; and (6) other circumstances eligible for priority review and approval as stipulated by the NMPA.

OVERVIEW OF LAWS AND REGULATIONS IN THE UNITED STATES

This section summarizes the principal laws and regulations in the United States that are relevant to our business.

U.S. Government Regulation of Drug and Biological Products

In the United States, the FDA regulates drugs under the FDCA and its implementing regulations, and biologics under the FDCA and the Public Health Service Act and their implementing regulations. Both drugs and biologics also are subject to other federal, state and local statutes and regulations, such as those related to competition. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, and local

statutes and regulations requires the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements at any time during the product development process, approval process or following approval may subject an applicant to administrative actions or judicial sanctions. These actions and sanctions could include, among other actions, the FDA's refusal to approve pending applications, withdrawal of an approval, license revocation, a clinical hold, untitled or warning letters, voluntary or mandatory product recalls or market withdrawals, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement and civil or criminal fines or penalties. Any agency or judicial enforcement action could have a material adverse effect on our business, the market acceptance of our products and our reputation.

Once a product candidate is identified for development, it enters preclinical testing, which includes laboratory evaluations of product chemistry, toxicity, formulation and stability, as well as animal studies. Preclinical testing is conducted in accordance with FDA's Good Laboratory Practice regulations. A sponsor of an IND must submit the results of the preclinical tests, manufacturing information, analytical data, the clinical trial protocol, and any available clinical data or literature to the FDA. The IND automatically becomes effective 30 days after receipt by the FDA, unless the FDA raises concerns or questions and places the trial on a clinical hold within that 30-day period. FDA may also impose clinical holds or partial clinical holds at any time during clinical trials due to safety concerns or non-compliance.

All clinical trials, which involve the administration of the investigational product to humans, must be conducted under the supervision of one or more qualified investigators in accordance with Good Clinical Practice regulations, including the requirement that all research subjects provide informed consent in writing before their participation in any clinical trial. Further, an Institutional Review Board (the "IRB"), must review and approve the plan for any clinical trial before it commences at any institution, and the IRB must conduct continuing review and reapprove the study at least annually. Each new clinical protocol and any amendments to the protocol must be submitted for FDA review, and to the IRBs for approval.

An IRB can suspend or terminate approval of a clinical trial at its institution if the trial is not being conducted in accordance with the IRB's requirements or if the product has been associated with unexpected serious harm to subjects.

Clinical trials generally are conducted in three sequential phases, known as Phase 1, Phase 2 and Phase 3, and may overlap.

- Phase 1 clinical trials generally involve a small number of healthy volunteers or disease-affected patients who are initially exposed to a single dose and then multiple doses of the product candidate. The primary purpose of these clinical trials is to assess the metabolism, pharmacologic action, side effect tolerability and safety of the product candidate.

- Phase 2 clinical trials involve studies in disease-affected patients to evaluate proof of concept and/or determine the dose required to produce the desired benefits. At the same time, safety and further PK and PD information is collected, possible adverse effects and safety risks are identified and a preliminary evaluation of efficacy is conducted.

- Phase 3 clinical trials generally involve a large number of patients at multiple sites and are designed to provide the data necessary to demonstrate the effectiveness of the product for its intended use, its safety in use and to establish the overall benefit/risk relationship of the product and provide an adequate basis for product labeling.

Concurrent with clinical trials, companies usually complete additional animal studies and must also finalize a process for manufacturing the product in commercial quantities in accordance with cGMP requirements. The process of obtaining regulatory approvals and compliance with appropriate federal, state, local and foreign statutes and regulations requires the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements may subject an applicant to administrative or judicial sanctions.

U.S. Review and Approval Processes

The results of product development, preclinical studies and clinical trials, along with descriptions of the manufacturing process, analytical tests conducted on the product, proposed labeling and other relevant information, are submitted to the FDA as part of an NDA or a BLA. Unless deferred or waived, NDAs or BLAs, or supplements must contain data adequate to assess the safety and effectiveness of the product for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The submission of an NDA or a BLA is subject to the payment of a substantial user fee and an annual prescription drug product program fee.

Within 60 days of its receipt, the FDA reviews the NDA/BLA to ensure that it is sufficiently complete for substantive review before it accepts the NDA/BLA for filing. After accepting the NDA/BLA filing, the FDA begins an in-depth substantive review to determine, among other things, whether a product is safe and effective for its intended use. The FDA also evaluates whether the product's manufacturing is cGMP-compliant to assure the product's identity, strength, quality and purity. Before approving the NDA/BLA, the FDA typically will inspect whether the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. The FDA may refer the NDA/BLA to an advisory committee, a panel of experts, for review whether the application should be approved and under what conditions and considers such recommendations when making decisions.

The FDA may refuse to approve the NDA/BLA if the applicable regulatory criteria are not satisfied or may require additional clinical data or other data and information. The FDA will issue a complete response ("CR") letter describing all of the specific deficiencies that the FDA identified in the NDA/BLA that must be satisfactorily addressed before it can be approved. The deficiencies identified may be minor, for example, requiring labeling changes, or major, for example, requiring additional clinical trials. Additionally, the CR letter may include recommended actions that the applicant might take to place the application in a condition for approval. The applicant may either resubmit the NDA/BLA, addressing all of the deficiencies identified in the letter, or withdraw the application or request an opportunity for a hearing.

The regulatory approval may be limited to specific diseases and dosages or the indications for use may otherwise be limited, which could restrict the commercial value of the product. Further, the FDA may require that certain contraindications, warnings or precautions be included in the product labeling. In addition, the FDA may require post-approval studies, including Phase 4 clinical trials, to further assess a product's safety and effectiveness after NDA/BLA approval and may require testing and surveillance programs to monitor the safety of approved products that have been commercialized.

In the United States, products composed of components that would normally be regulated by different centers at the FDA are known as combination products. Typically, the FDA's Office of Combination Products assigns a combination product to a specific Agency Center as the lead reviewer. The FDA determines which Center will lead a product's review based upon the product's primary mode of action. Depending on the type of combination product, its approval, clearance or licensure may usually be obtained through the submission of a single marketing application. However, the FDA sometimes will require separate marketing applications for individual constituent parts of the combination product which may require additional time, effort, and information. Even when a single marketing application is required for a combination product, the relevant Centers may participate in the review. An applicant will also need to discuss with the Agency how to apply certain pre-market requirements and post-marketing regulatory requirements, including conduct of clinical trials, adverse event reporting and good manufacturing practices, to their combination product.

Expedited Development and Review Programs

The FDA has various programs that are intended to expedite or streamline the process for the development and FDA review of drugs that are intended for the treatment of serious or life-threatening diseases or conditions and demonstrate the potential to address unmet medical needs. The purpose of these programs is to provide important new drugs to patients earlier than under standard FDA review procedures. The programs include fast track designation, breakthrough therapy designation, accelerated approval, priority review and orphan drug designation, among others.

Fast Track Designation

To be eligible for a fast-track designation, the FDA must determine, based on the request of a sponsor, that a drug is intended to treat a serious or life-threatening disease or condition for which there is no effective treatment and demonstrates the potential to address an unmet medical need for the disease or condition. Under the fast-track program, the sponsor of a drug candidate may request FDA to designate the product for a specific indication as a fast-track product concurrent with or after the filing of the IND for the drug candidate. The FDA must make a fast-track designation determination within 60 days after receipt of the sponsor's request.

In addition to other benefits, such as the ability to use surrogate endpoints and have more interactions with FDA, FDA may initiate review of sections of a fast-track product's NDA before the application is complete. This rolling review is available if the applicant provides, and FDA approves, a schedule for the submission of the remaining information and the applicant pays applicable user fees. However, FDA's time period goal for reviewing a fast-track application does not begin until the last section of the NDA is submitted. In addition, the fast-track designation may be withdrawn by FDA if FDA believes that the designation is no longer supported by data emerging in the clinical trial process.

Orphan Drug Designation

Under The Orphan Drug Act of 1983, the FDA may grant orphan drug designation to drugs or biologic candidates intended to treat a rare disease or condition generally affecting fewer than 200,000 individuals in the U.S. or for which a manufacturer has no reasonable expectation of recovering drug treatment research and development costs. The first applicant to receive FDA approval for the disease or indication for which it has orphan drug designation is entitled to a seven-year exclusive marketing period. During the exclusivity period, the FDA may not approve any other applications to market the same product for the same disease or condition except in limited circumstances.

Accelerated Approval

Under FDA's accelerated approval regulations, the FDA may approve a drug or biologic candidate for a serious or life-threatening illness that provides meaningful therapeutic benefit to patients over existing treatments and demonstrates an effect on either a surrogate endpoint that is reasonably likely to predict clinical benefit or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality ("**IMM**"), that is reasonably likely to predict an effect on IMM or other clinical benefit, taking into account the severity, rarity, or prevalence of the disease or condition and the availability or lack of alternative treatments. A product candidate approved on this basis is subject to rigorous post-marketing compliance requirements, including the completion of post-approval clinical trial to confirm the effect on the clinical endpoint. Failure to conduct required post-approval studies, or to confirm a clinical

benefit during post-marketing studies, will allow the FDA to withdraw the product from the market on an expedited basis. All promotional materials for product candidates approved under accelerated regulations are subject to prior review by the FDA.

Breakthrough Therapy Designation

Another program available for sponsors is the breakthrough therapy designation. A drug or biologic may be eligible for designation as a breakthrough therapy if the product is intended, alone or in combination with one or more other drugs or biologics, to treat a serious or life-threatening condition and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over currently approved therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. A sponsor may request that a product be designated as a breakthrough therapy concurrently with, or at any time after, the submission of IND, and the FDA must determine if the candidate qualifies for such designation within 60 days of receipt of the request. If so designated, the FDA shall act to expedite the development and review of the product's marketing application, including by meeting with the sponsor throughout the product's development, providing timely advice to the sponsor to ensure that the development program to gather pre-clinical and clinical data is as efficient as practicable.

Priority Review

The FDA may give a priority review designation to drugs that offer major advances in treatment or provide a treatment where no adequate therapy exists. A priority review means that the goal for the FDA to review an application is six months, rather than the standard review of ten months under the Prescription Drug User Fee Act guidelines. These six- and ten-month review periods are measured from the "filing" date rather than the receipt date for NDAs for new molecular entities, which typically adds approximately two months to the timeline for review and decision from the date of submission. Most products that are eligible for fast-track designation are also likely to be considered appropriate to receive a priority review.

Orphan Drugs

Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs or biologic candidates intended to treat a rare disease or condition generally affecting fewer than 200,000 individuals in the United States. The first applicant to receive FDA approval for the disease or indication for which it has orphan drug designation is entitled to a seven-year exclusive marketing period. During the exclusivity period, the FDA may not approve any other applications to market the same product for the same disease or condition except in limited circumstances. The impacts on the clinical development and registration of drugs receiving Orphan Drug designation are: the sponsors may be provided with (1) a tax credit of 50 percent of the cost of conducting human clinical trials, and (2) federal research grants for clinical testing of new therapies to treat and/or diagnose rare diseases; (3) eligibility for seven-year marketing exclusivity and (4) a waiver of NDA PDUFA fees. The approval of an orphan drug

designation request does not alter the standard regulatory requirements and processes for obtaining marketing approval. Sponsors must establish safety and efficacy of a compound to treat a rare disease through adequate and well-controlled studies.

FDA may revoke orphan-drug designation for any drug if the agency finds that:

- The request for designation contained an untrue statement of material fact; or
- The request for designation omitted required or material information; or
- FDA subsequently finds that the drug in fact had not been eligible for orphan-drug designation at the time of submission of the request.

For an approved drug, revocation of orphan-drug designation also suspends or withdraws the sponsor's exclusive marketing rights for the drug but not the approval of the drug's marketing application.

Where a drug has been designated as an orphan drug because the prevalence of a disease or condition (or, in the case of vaccines, diagnostic drugs, or preventive drugs, the target population) is under 200,000 in the United States at the time of designation, its designation will not be revoked on the ground that the prevalence of the disease or condition (or the target population) becomes more than 200,000 persons.

If FDA revokes an orphan-drug designation, FDA will publicize that the drug is no longer designated in accordance with 21 CFR 316.28. The sponsor may request the designation to be rescinded/withdrawn. The impact of revocation is that the sponsor will lose all the benefits of Orphan Drug designation.

Post-Marketing Requirements

Following approval of a new product, the manufacturer of the approved product is subject to continuing regulation by the FDA, including, among other things, monitoring and record-keeping activities, reporting of adverse events ("AEs") experiences, complying with promotion and advertising requirements, which include restrictions on promoting products for unapproved uses or patient populations (known as "off-label use") and limitations on industry-sponsored scientific and educational activities. Although physicians may prescribe legally available products for off-label uses, manufacturers may not market or promote such uses. The FDA and other agencies such as the Department of Justice actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to significant liability, including investigation by federal and state authorities as well as potential tort liability. Prescription drug promotional materials must be submitted to the FDA in conjunction with their first use or first publication. Further, if there are any modifications to the drug or biologic, including changes in indications, labeling or manufacturing processes or facilities, the applicant may be required to submit and obtain FDA approval of a new NDA/BLA or NDA/BLA supplement, which may

require the development of additional data or preclinical studies and clinical trials. The FDA may also place other conditions on approvals including the requirement for a risk evaluation and mitigation strategy ("REMS"), to assure the safe use of the product. If the FDA concludes a REMS is needed, the sponsor of the NDA/BLA must submit a proposed REMS. The FDA will not approve the NDA/BLA without an approved REMS, if required. A REMS could include medication guides, physician communication plans or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. Any of these limitations on approval or marketing could restrict the commercial promotion, distribution, prescription or dispensing of products. Product approvals may be withdrawn for non-compliance with regulatory standards or if problems occur following initial marketing.

FDA regulations require that products be manufactured in specific approved facilities according to approved manufacturing processes and in accordance with cGMP regulations. We rely, and expect to continue to rely, on third parties for the production of clinical and commercial quantities of our products in accordance with cGMP regulations. These manufacturers must comply with cGMP regulations that require, among other things, quality control and quality assurance, the maintenance of records and documentation and the obligation to investigate and correct any deviations from cGMP. The manufacturer is ultimately responsible for its products and the manufacturing practices of its contract manufacturers, therefore the manufacturer must take responsibility for the failure for the contract manufacturers to manufacture according to cGMPs.

Manufacturers and other entities involved in the manufacture and distribution of approved drugs or biologics are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with cGMP requirements and other laws. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain cGMP compliance. The discovery of violative conditions, including failure to conform to cGMP regulations, could result in enforcement actions, and the discovery of problems with a product after approval may result in restrictions on a product, manufacturer or holder of an approved NDA/BLA, including recall, any of which could have a material adverse effect on our business, financial condition and results of operations.

Once an approval is granted, if compliance with regulatory requirements and standards is not maintained or if problems occur after the drug reaches the market, the FDA may take enforcement actions such as issuing Warning Letters or Untitled Letters, ordering removal of the product from the market until deficiencies are remedied, withdrawing the approval of the product, or imposing civil and criminal penalties. Corrective action in response to these enforcement activities could delay drug distribution and require significant time and financial expenditures. Later discovery of previously unknown problems with a drug, including AEs of unanticipated severity or frequency, or with manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical trials to assess new safety risks; or imposition of distribution or other restrictions under a REMS program. Other potential consequences which could arise from such regulatory violations include, among other things:

- restrictions on the marketing or manufacturing of the drug, suspension of the approval, complete withdrawal of the drug from the market or product recalls;

- fines, warning letters or holds on post-approval clinical trials;

- refusal of the FDA to approve applications or supplements to approved applications, or suspension or revocation of drug approvals; drug seizure or detention, or refusal to permit the import or export of drugs; and

- injunctions or the imposition of civil or criminal penalties.

Patent Term Restoration and Marketing Exclusivity

After approval, owners of relevant drug or biological product patents may apply for up to a five-year patent extension to restore a portion of patent term lost during product development and FDA review of an NDA or a BLA if approval of the application is the first permitted commercial marketing or use of a biologic containing the active ingredient under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Act. The allowable patent term extension is calculated as one-half of the product's testing phase, which is the time between IND and NDA/BLA submission, and all of the review phase, which is the time between NDA/BLA submission and approval, up to a maximum of five years. The time can be shortened if the FDA determines that the applicant did not pursue approval with due diligence. The total patent term after the extension may not exceed more than 14 years from the date of FDA approval of the product. Only one patent claiming each approved product is eligible for restoration, only those claims covering the approved product, a method for using it, or a method for manufacturing it may be extended, and the patent holder must apply for restoration within 60 days of approval. The USPTO, in consultation with the FDA, reviews and approves the application for patent term restoration. For patents that might expire during the application phase, the patent owner may request an interim patent extension. An interim patent extension increases the patent term by one year and may be renewed up to four times. For each interim patent extension granted, the post-approval patent extension is reduced by one year. The director of the USPTO must determine that approval of the drug candidate covered by the patent for which a patent extension is being sought is likely. Interim patent extensions are not available for a drug candidate for which an NDA or a BLA has not been submitted.

OVERVIEW

We are a commercial-stage biopharmaceutical company advancing novel therapies with global competitiveness for oncology indications and hematological diseases.

We were a spin-off from AstraZeneca's Innovative Medicine and Early Development Asia ("**iMED Asia**"), which was the only translation science center of AstraZeneca globally. In 2017, seizing a strategic opportunity to unlock greater innovation, we spun off and evolved as an independent entity, led by a strategic partnership between Dr. Zhang Xiaolin (張小林) (our chairperson of the Board and Chief Executive Officer), AstraZeneca AB ("**AZAB**") and Future Industry Investment Fund (Limited Partnership) ("**FIIF**"). Since our inception, this powerful genesis set the stage for rapid growth. Under the leadership of Dr. Zhang Xiaolin, grounded in deep expertise in biology and pharmacology and supported by advanced translational science and drug design platforms, we have now built a robust pipeline of seven globally competitive candidates in clinical stage and beyond.

In December 2021, the A Shares were listed on the SSE STAR Market (stock code: 688192). See "— Corporate Development and Major Shareholding Changes — Conversion into a Joint Stock Company with Limited Liability and Listing on the Shanghai Stock Exchange" for more details.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following table sets forth our key corporate and business development milestones:

Year	Milestones
2017	Our Company was established.
2018	We initiated a Phase 1 clinical trial for golidocitinib in the United States.
2019	We received IND approval from the NMPA for golidocitinib.
	We received IND approvals both from the FDA and the NMPA for ZEGFROVY®.
2020	ZEGFROVY® was recognized with Breakthrough Therapy Designation for the second- or later-line treatment of EGFR exon20ins NSCLC by CDE.
	Golidocitinib received Orphan Drug Designation for the treatment of r/r PTCL from the FDA.
	We completed a financing round led by Lilly Asia Ventures and with the participation of Sequoia Capital, Trinity Fund, and Wuxi NewForce Fund, raising US$100 million.
2021	Our A Shares were listed on the SSE STAR Market.

Year	Milestones
2022	ZEGFROVY® was recognized with Breakthrough Therapy Designation by the FDA for the second- or later-line treatment of EGFR exon20ins NSCLC.
	Golidocitinib was granted Fast Track Designation for the treatment of r/r PTCL by the FDA.
2023	NDA for ZEGFROVY® was accepted by the NMPA.
	ZEGFROVY® received marketing approval in August from the NMPA, being the first Chinese Innovative drug approved for the treatment of EGFR exon20ins NSCLC.
	NDA for Golidocitinib was accepted by the NMPA.
2024	Golidocitinib received marketing approval in June from the NMPA, being the world's first and only approved selective JAK1 inhibitor for r/r PTCL.
	ZEGFROVY® was recognized with Breakthrough Therapy Designation for the first-line treatment of EGFR exon20ins NSCLC by both FDA and CDE.
	Both of our approved drugs, ZEGFROVY® and golidocitinib were added to the NRDL in China with coverage effective since January 2025.
2025	ZEGFROVY® received the accelerated approval from the FDA in July, being the only targeted oral treatment for EGFR exon20ins NSCLC globally as of the Latest Practicable Date.
	Birelentinib was granted Fast Track Designation by the FDA for r/r CLL/SLL in August 2025.
	We completed the construction of our China R&D and manufacturing headquarters in Wuxi, Jiangsu Province, and obtained drug manufacturing license issued by the NMPA.
	Our revenue from sales of ZEGFROVY® and golidocitinib amounted RMB586.3 million for the nine months ended September 30, 2025, representing a year-on-year growth of 73.2%.

OUR SUBSIDIARIES

Since our inception, we have been continuously expanding our business and, as of the Latest Practicable Date, operated four subsidiaries to ensure the rapid and effective execution of our strategies. Details of the subsidiaries of our Company are set out below.

	Name	Principal business activities	Date and place of establishment	Shareholding controlled by our Company
1. . .	Dizal (Shanghai) Pharmaceutical Co., Ltd. (迪哲(上海)醫藥有限公司)	R&D	December 15, 2017, PRC	100%
2. . .	Dizal (Beijing) Pharmaceutical Co., Ltd. (迪哲(北京)醫藥有限公司)	R&D	June 18, 2020, PRC	100%
3. . .	Dizal (Wuxi) Pharmaceutical Co., Ltd. (迪哲(無錫)醫藥有限公司)	R&D and Drug Manufacturing	November 11, 2021, PRC	100%
4. . .	Gewu Biotechnology (Jiangsu) Co., Ltd. (格物生物技術(江蘇)有限公司)	R&D	May 14, 2024, PRC	87.5%

Our Company held the entire or majority of the equity interest in the above subsidiaries throughout the Track Record Period. See Note 1 of the Accountants' Report as set out in Appendix I to this document.

CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

Establishment and Early Development

In 2017, our Company was established in Wuxi, PRC, as a limited liability company with an initial registered capital of USD132,530,121.

In July 2020, our Company completed financing round led by LAV Dizal Hong Kong Limited, Suzhou Likang Equity Investment Center (Limited Partnership) (蘇州禮康股權投資中心(有限合夥)) and Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥)), all being investment holding entities under the brand of Lilly Asia Ventures, with participation from (i) Imagination V (HK) Limited, an investment holding entity of Sequoia Capital, (ii) Trinity Uppsala Limited and Trinity Zhongzhi (Tianjin) Venture Capital Partnership (Limited Partnership) (三一衆志(天津)創業投資中心(有限合夥)), being investment holding entities under the brand of Trinity Fund, and (iii) Wuxi High-tech Zone New Force Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合夥)) (the "**Wuxi NewForce Fund**"), raising a total of US$100 million.

Conversion into a Joint Stock Company with Limited Liability and Listing on the Shanghai Stock Exchange

In September 2020, our Company was converted from a limited liability company to a joint stock company with limited liability, with a registered capital of RMB360 million, and was then renamed as Dizal Pharmaceutical Co., Ltd. (迪哲(江蘇)醫藥股份有限公司).

In December 2021, we completed the listing of our A Shares on the SSE STAR Market (stock code: 688192) (the "**A-Shares Listing**"). In the A-Share listing, we issued an aggregate of 40,000,100 A Shares, representing 10% of our Company's total registered share capital immediately following the A-Shares Listing.

Private Placement of A Shares in 2025

In April 2025, our Company completed a private placement of its A Shares to raise funds mainly for the development of new drugs and the industrialization of innovative drugs meeting international standards. A total of 41,764,808 A Shares were issued in the placement to 14 investors, all of whom were Independent Third Parties. The placement raised net proceeds of approximately RMB1.77 billion. Following the completion of the private placement, our Company's total issued share capital increased to 459,412,894 A Shares.

Except for the outstanding Restricted Shares under the 2022 Share Incentive Scheme, the dilution effect of which is detailed in "Statutory and General Information — Share Incentive Scheme — 2022 Share Incentive Scheme" in Appendix VI to this document, there were no other outstanding options, warrants, or convertible securities that could potentially affect the shareholding structure of our Company as of the Latest Practicable Date.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Our Company did not carry out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

OUR LISTING ON THE SHANGHAI STOCK EXCHANGE AND REASONS FOR THE [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Since 2021, our A Shares have been listed on the Shanghai Stock Exchange. Our Directors confirmed that, as of the Latest Practicable Date, we had no instances of non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the Shanghai Stock Exchange.

Our PRC Legal Advisors are of the view that the confirmation of our Directors above with regard to our compliance records is accurate and reasonable.

Based on the independent due diligence conducted by the Joint Sponsors, nothing has come to the Joint Sponsors' attention that would reasonably cause them to disagree with the Directors' confirmation with regard to the compliance records of the Company on the Shanghai Stock Exchange.

Our Company seeks to [**REDACTED**] its H Shares on the Hong Kong Stock Exchange to advance our global strategy, elevate our Company's international brand image, and further enhance our core competitiveness. See "Business — Our Strategies" and "Future Plans and [**REDACTED**]" in this document for more details.

OTHERS

As our Company is a public company listed on the SSE STAR Market with diverse shareholding base, our shareholding structure is subject to changes as a result of trading of A Shares by our Shareholders or investors which are beyond our control.

None of our Shareholders could control (within the meaning of "controlling shareholder" under the Listing Rules) or exert significant influence over the management of the Company during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, there was no acting in concert arrangement nor voting proxy arrangement between Dr. Zhang Xiaolin (together with Wuxi Dizhe and ZYTZ), AZAB and FIIF, or any other Shareholder.

Our Directors are of the view that we are capable of carrying on our business independently, operate independently and maintain financial independence from any of our substantial shareholder (within the meaning of the Listing Rules) following completion of the [**REDACTED**].

[REDACTED]

Satisfaction of the [REDACTED] Requirement

Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this requirement will normally mean that the portion of H shares for which listing is sought that are held by the public, at the time of listing, must (a) represent at least 10% of the issuer's total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK$3,000,000,000. Our A Shares are listed on the Shanghai Stock Exchange. Immediately upon completion of the [**REDACTED**], assuming that (i) [**REDACTED**] H Shares are issued and sold to public shareholders in the [**REDACTED**]; (ii) the [**REDACTED**] is not exercised; and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], the expected [**REDACTED**] of the total issued H Shares held by the public will be HK$[**REDACTED**], at the time of the [**REDACTED**] (assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**], being the low end of the [**REDACTED**] range stated in this document). As such, it is expected that the Company will be in compliance with the [**REDACTED**] requirements set forth under Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules.

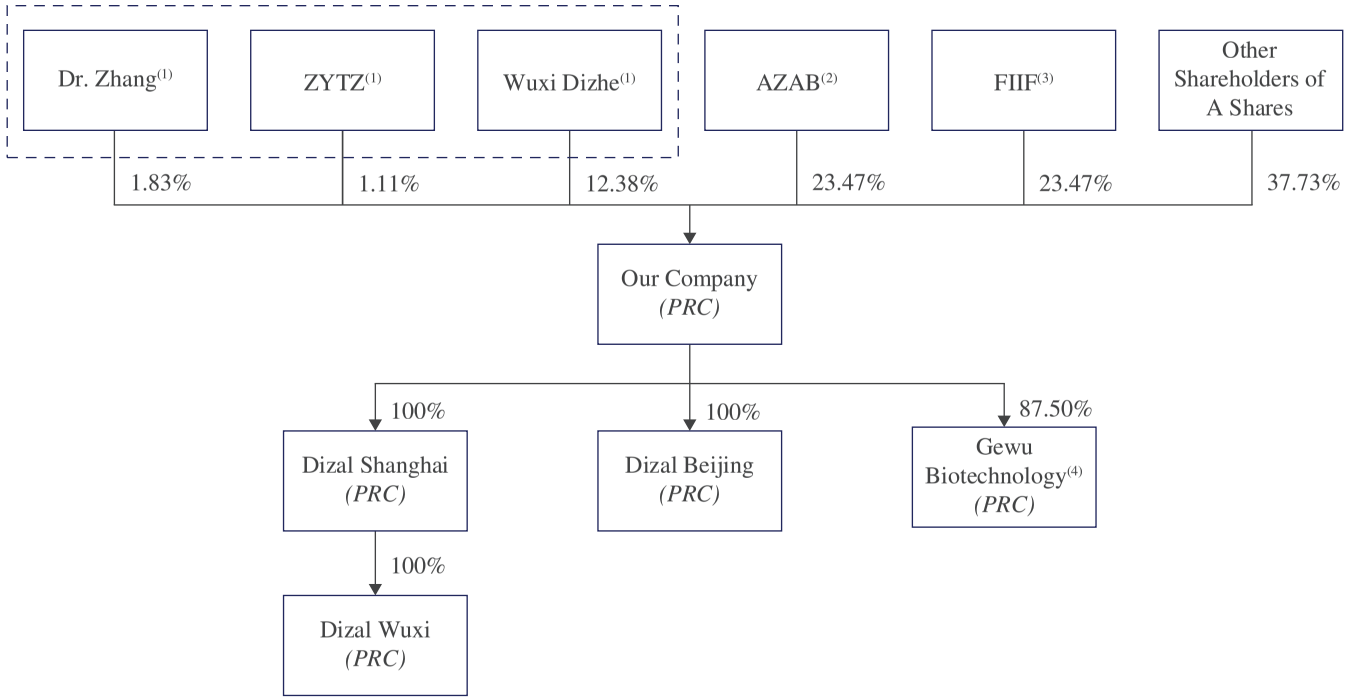
Satisfaction of the [REDACTED] Requirement

Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this requirement will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000. Immediately upon completion of the [**REDACTED**], assuming that (i) [**REDACTED**] H Shares are issued and sold to public shareholders in the [**REDACTED**] and not subject to any disposal restriction; (ii) the [**REDACTED**] is not exercised; (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], our H Shares will have an expected [**REDACTED**] at the time of [**REDACTED**] of HK$[**REDACTED**] (assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**], being the low end of the [**REDACTED**] range stated in this document). As such, it is expected that the Company will be in compliance with the [**REDACTED**] requirements set forth under Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules.

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Shareholding and Corporate Structure Immediately before the [REDACTED]

The following chart depicts a simplified shareholding and corporate structure of our Group immediately before the completion of the [**REDACTED**], assuming that no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the [**REDACTED**]:



Notes:

(1) As of the Latest Practicable Date, our Company was owned as to (i) 1.83% by Dr. Zhang Xiaolin; (ii) 12.38% by Jiangsu Wuxi Dizhe Enterprise Management Partnership Enterprise (Limited Partnership) (江蘇無錫迪喆企業管理合夥企業(有限合夥)) ("**Wuxi Dizhe**"), a limited partnership which is owned as to (a) 0.000065% by Wuxi Sinokeen Business Consulting Co., Ltd. (無錫敦禾商務諮詢有限責任公司) as its general partner, which is in turn owned as to 90% and 10% by Dr. Zhang Xiaolin, being our chairperson of the Board and Chief Executive Officer, and Dr. Yang Zhenfan (楊振帆), being our deputy general manager and chief medical officer, respectively (b) Dr. Zhang Xiaolin as to 61.11% as a limited partner; (c) Dr. Yang Zhenfan as to 14.65% as a limited partner; (d) Mr. Lyu Hongbin (呂洪斌), our Board secretary, as to 5.91% as a limited partner; (e) Ms. Chen Suqin (陳素勤), our deputy general manager as to 4.35% as a limited partner; (f) other 32 limited partners, with each of whom holding less than 2% partnership interests; and (iii) 1.11% by ZYTZ Partners Limited ("**ZYTZ**"), a limited partnership ultimately controlled by Dr. Zhang Xiaolin through Dezent Partners Limited, being a limited liability company incorporated in the British Virgin Islands and owned by Dr. Zhang Xiaolin, Dr. Yang Zhenfan, Dr. Tsui Honchung (徐漢忠) and Dr. Zeng Qingbei (曾慶北) as to 75%, 10%, 7% and 8% respectively. Both Wuxi Dizhe and ZYTZ are the employee stock ownership platforms of our Company.

According to the Measures for the Administration of the Takeover of Listed Companies (《上市公司收購管理辦法》) promulgated by the CSRC, unless there is evidence to the contrary, any direct shareholder under the control of the same entity of an A-share listed company are collectively deemed to be (i) persons acting in concert with the direct shareholder; and (ii) interested in the shares in the A-share listed company owned by the direct shareholder. As advised by our PRC Legal Advisor, Wuxi Dizhe and ZYTZ are parties acting in concert with Dr. Zhang Xiaolin pursuant to PRC law. As of the date of this document, Dr. Zhang Xiaolin, Wuxi Dizhe and ZYTZ, are collectively entitled to exercise the voting rights attached to approximately 15.33% of our total issued Shares, and will be entitled to exercise the voting rights attached to approximately [**REDACTED**]% of our total issued Shares immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised).

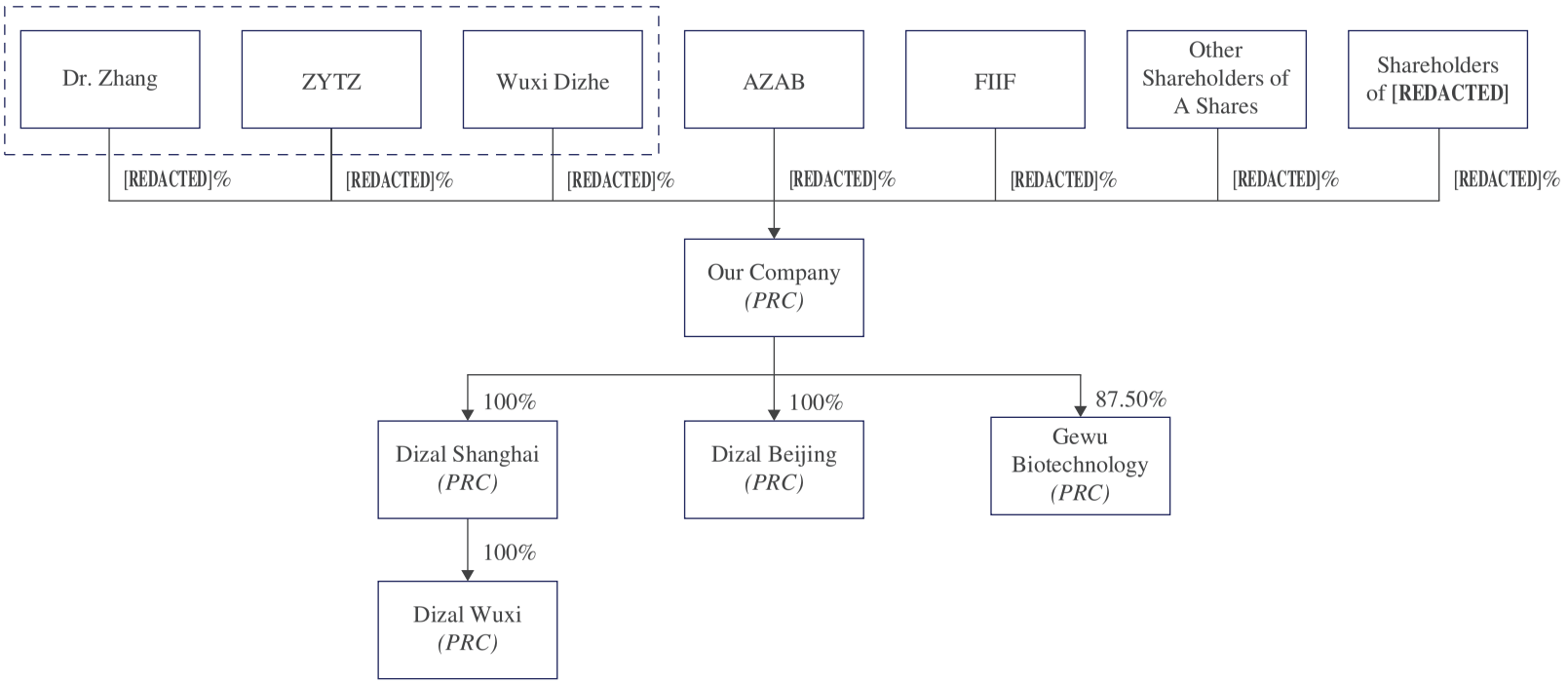
(2) As of the Latest Practicable Date, our Company was owned as to 23.47% by AZAB, a company wholly owned by AstraZeneca PLC ("**AZ PLC**"), a multinational pharmaceutical and biopharmaceutical company listed on the London Stock Exchange (stock code: AZN), the New York Stock Exchange (ticker symbol: AZN) and the Nasdaq Stockholm AB (ticker symbol: AZN).

(3) As of the Latest Practicable Date, our Company was owned as to 23.47% by FIIF, whose general partner is SDICFUND Management Co., Ltd. (國投創新投資管理有限公司) ("**SDICFUND**"), holding 0.09% partnership interests. SDICFUND was held as to 40% by China SDIC Gaoxin Industrial Investment Co., Ltd. (中國國投高新產業投資有限公司), which is held as to approximately 72.36% by State Development and Group Co., LTD. (國家開發投資集團有限公司) as its single largest shareholder, a state-owned enterprise wholly owned by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會). None of the other shareholders of SDICFUND held over 30% interests therein. As of the Latest Practicable Date, FIIF had 11 limited partners, of which the Ministry of Finance of the PRC (中華人民共和國財政部) was the largest limited partner, holding 35.5% partnership interest in FIIF. None of the remaining limited partners of FIIF held more than 30% of partnership interest therein.

(4) As of the Latest Practicable Date, Gewu Biotechnology was owned as to 87.50% by the Company and 12.50% by Wuxi NewForce Fund, a limited partnership established in the PRC, which is owned as to (a) 0.63% by its general partner, Wuxi Xintou Jinshi Venture Capital Management Co., Ltd. (無錫新投金石創業投資管理有限公司); (b) 74.37% and 25% by Wuxi High-tech Zone Venture Capital Holding Group Co., Ltd. (無錫市高新區創業投資控股集團有限公司) and Wuxi Yungang Venture Capital Co., Ltd. (無錫市雲港創業投資有限公司) as limited partners, respectively. The partners of Wuxi NewForce Fund are all wholly owned by Wuxi Gaofa Investment Development Group Co., Ltd. (無錫市高發投資發展集團有限公司), which is in turn wholly owned by the People's Government of Xinwu District of Wuxi (無錫市新吳區人民政府).

Shareholding and Corporate Structure upon Completion of the [REDACTED]

The following chart depicts a simplified shareholding and corporate structure of our Group upon completion of the [**REDACTED**], assuming that the [**REDACTED**] is not exercised and no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the [**REDACTED**]:



Note: See "History and Corporate Structure — Our Shareholding and Corporate Structure — Shareholding and Corporate Structure Immediately Before the [**REDACTED**]".

OVERVIEW

Who We Are

We are a commercial-stage biopharmaceutical company. Oncology and hematological diseases are our primary therapeutic areas. Our marketed product, ZEGFROVY® (舒沃哲®), is the world's only small molecule epidermal growth factor receptor ("**EGFR**") tyrosine kinase inhibitor ("**TKI**") approved for the treatment of lung cancer with EGFR exon 20 insertion ("**exon20ins**") mutations, making us the first company in China to discover and develop a first-in-class drug with marketing approval in the United States.

Established in 2017, Dizal was a spin-off from AstraZeneca. Prior to that, we were AstraZeneca global oncology translational science center, Innovative Medicine and Early Development Asia ("**iMED Asia**"). Our competitive strength lies in our strong scientific heritage, complete and intact scientific team with proven track record in drug discovery and development, and practical insights in marketing and commercializing innovative targeted medicines.

Building on our deep expertise in disease knowledge and supported by advanced translational science and drug design platforms, we have developed a robust product portfolio. This includes two approved drugs, namely ZEGFROVY® and golidocitinib, one registrational stage drug candidate, three post-proof-of-concept ("**post-PoC**") assets, and one early clinical stage asset. ZEGFROVY® was launched in China and approved in the United States. It was the first drug invented in China that received Breakthrough Therapy Designations from both the United States FDA and China NMPA for the treatment of lung cancer. It is currently the only small-molecule drug recommended by internationally authoritative National Comprehensive Cancer Network NSCLC Guidelines for the treatment of NSCLC with EGFR exon20ins. Furthermore, it is the only targeted drug included in the China's National Reimbursement Drug List ("**NRDL**") for the treatment of relapsed and refractory ("**r/r**") NSCLC with EGFR exon20ins, as of the Latest Practicable Date. As of the same date, golidocitinib, a next-generation, highly selective Janus kinase 1 ("**JAK1**") inhibitor, is the world's first and only JAK1 inhibitor approved for the treatment of relapsed or refractory peripheral T-cell lymphoma ("**r/r PTCL**"). Recognizing its clinical value, U.S. FDA granted golidocitinib Fast Track and Orphan Drug Designations. Golidocitinib is also included in China NRDL.

Our Origins and Team

In 2017, following a strategic reorganization, iMED Asia was spun off as an independent entity, with AstraZeneca contributing a select portfolio of preclinical assets and the Future Industry Investment Fund providing working capital. As part of this transition, Dr. Zhang Xiaolin (張小林), then the head of the iMED Asia, was appointed as the CEO of the newly established company, Dizal. The rest of the iMED Asia organization became the foundation of our company.

Our team, with working experience from leading multinational companies such as AstraZeneca, BMS, Eli Lilly, MSD, Pfizer, Roche, Sanofi, and BeOne Medicines (formerly known as BeiGene), has a strong and successful track record of designing novel molecules and executing innovative clinical trials. The team made direct contributions to some of the landmark drugs like Iressa® (gefitinib) and Tagrisso® (osimertinib). We are the inventor of the first fully blood-brain barrier ("**BBB**") penetrant lung cancer drug zorifertinib (formerly AZD3759). This discovery, which challenged conventional thinking, was recognized as a "Highly Read Article of 2015" by the American Chemistry Society *Journal of Medicinal Chemistry*.

Our Product Portfolio

We have developed a product portfolio comprising two approved drugs, namely ZEGFROVY® and golidocitinib, one registrational stage drug candidate, three post-PoC stage assets, and one early clinical stage asset. All our programs have clear competitive differentiation and aim to compete globally and serve all major markets. The following table summarizes the development status of our later stage portfolio and upcoming milestones.

Product
Target
Indication (Line of Treatment)
Therapy
IND
Dose Escalation
PoC
Registration Trial
NDA
Approval
Regulatory Designation
Commercial Rights
Upcoming Milestones
ZEGFROVY® (DZD9008)
EGFR
EGFR exon20ins NSCLC
2L/2L+
Monotherapy
WU-KONG6: Single arm
PR (China) BTD (China)
Global
(Approved)
WU-KONG1B: Single arm
PR (US) BTD (US)
(Approved in the US) 3Q2026: EU MAA submission
1L
Monotherapy
WU-KONG28: vs. platinum-containing chemo
BTD (China & US)
2Q2026: Primary readout & CN NDA submission 3Q2026: US NDA & EU MAA submission
Adjuvant
Monotherapy
WU-KONG16/18: vs. placebo
2029: Primary readout
PACC NSCLC
1L
Monotherapy
WU-KONG15/35*: Single arm
2Q2026: Primary readout; Ph3 IND submission
Adjuvant
Monotherapy
WU-KONG16: vs. placebo
2030: Primary readout
WU-KONG18: vs. placebo
2Q2026: Ph3 Initiation
EGFRm NSCLC
1L/2L/2L+
Combo with DZD6008
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
Golidocitinib (DZD4205)
JAK1
PTCL
r/r
Monotherapy
JACKPOT8B: Single arm
PR
(Approved)
JACKPOT8B: Single arm
FTD & ODD (US)
4Q2026: NDA submission
JACKPOT19: vs. investigator's choice
Global
2H2027: Primary readout
1L
Combo with CHOP
JACKPOT53/55*: Single arm
1Q2026: Primary readout; Ph3 IND submission
Non-driver mutation NSCLC
1L
Combo with IO
JACKPOT33*: Single arm
3Q2026: Primary readout; Ph3 IND submission
Primary ITP
r/r
Monotherapy
JACKPOT16: vs. placebo
1H2028: Primary readout; 2H2028: Ph3 IND submission
Birelentinib (DZD8586)
Lyn/BTK
CLL/SLL
2L/2L+
Monotherapy
TAI-SHAN6: vs. investigator's choice
FTD (US)
2H2027: Interim analysis
1L
Combo with BCL2i
TAI-SHAN10: Single arm
3Q2026: Primary readout; 4Q2026: Ph3 submission
DLBCL
r/r
Monotherapy
TAI-SHAN9: Single arm
Global
3Q2026: Study completion
1L/2L/2L+
Combo with chemotherapy
TAI-SHAN12: Single arm
1Q2026: 2L/2L+ Primary readout; Ph3 IND submission (1L combo with R-CHOP)
Primary ITP
2L/2L+
Monotherapy
TAI-SHAN11: Single arm
1H2027: Primary readout; Ph3 IND submission
DZD6008
EGFR (4th Gen TKI)
EGFR NSCLC
1L/2L/2L+
Monotherapy
TIAN-SHAN1/2: Single arm
2Q2026: Primary readout
2L/2L+
Combo with chemotherapy
TIAN-SHAN7: Single arm
Global
2Q2026: Primary readout
1L/2L/2L+
Combo with ZEGFROVY®
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
GW5282
EZH1/2
NHL
r/r
Monotherapy
BEI-DOU1: Single arm
Global
2Q2026: Determining RP2D
Solid Tumors
r/r
Monotherapy
BEI-DOU2: Single arm
3Q2026: Determining RP2D
DZD1516
HER2+
HER2 + BC
2L/2L+
Combo with HER2 ADC
WEN-JI1: Single arm
Global
2H2027: Combination study initiation
DZD2269
A2aR
Solid Tumors
–
Monotherapy and combo
PAN-GU1: Single arm
Global
2H2027: Combination study initiation
China Clinical Trials
Global/overseas Clinical Trials
Market for commercialization
* Denotes IIT trials
IND = Investigational New Drug
NDA = New Drug Application
PR = Priority Review
BTD = Breakthrough Therapy Designation
FTD = Fast Track Designation
ODD = Orphan Drug Designation
MAA = Marketing Authorization Application

Lung cancer

We are advancing a differentiated product portfolio to address a wide range of unmet medical needs in NSCLC, which accounts for 85% of all lung cancer cases. For NSCLC with driver mutations, we prioritize diseases driven by EGFR mutations, especially those with exon20ins mutations and EGFR P-loop αC-helix compressing ("**PACC**") mutations, acquired resistance, and CNS metastasis. Team has long and successful research history and deep expertise in this area. For NSCLC without known driver mutations, we focus on overcoming immunotherapy resistance, especially resistance to anti-PD-(L)1 antibodies.

- ***ZEGFROVY***®, is an innovative EGFR TKI engineered to expand treatment options for patients with historically hard-to-treat mutations, including EGFR exon20ins and PACC. ZEGFROVY® provides a much-needed treatment option for patients with EGFR exon20ins NSCLC, which represents approximately 12% to 15% of the EGFR mutated NSCLC patients have EGFR exon20ins mutations. This patient population has historically faced poor prognosis. No targeted small molecule therapy was available for these patient population before ZEGFROVY®, and commonly used treatment include chemodoublets and TKIs, with objective response rates ("**ORR**") below 20% and median progression-free survival ("**mPFS**") of around six months or less.

  ZEGFROVY® has been approved for treating EGFR exon20ins mutations positive NSCLC patients who have failed front line platinum-containing chemo doublet treatment. ZEGFROVY® has been included in major clinical practice guidelines for EGFR exon20ins NSCLC. In China, it is a Category I recommendation in the CSCO guidelines for previously treated patients EGFR exon20ins NSCLC, and in the United States it is referenced in the NCCN guidelines as a treatment option following prior systemic therapy, making it **the only** small-molecule targeted therapy for EGFR exon20ins NSCLC included in an internationally recognized lung cancer treatment guideline.

  In the first-line treatment, ZEGFROVY® compares favorably to the current standard of care for EGFR exon20ins NSCLC, including a triple-drug intravenous regimen, without chemotherapy or injection-related toxicities. We plan to file for market approval with FDA, NMPA and EMA for first-line treatment of EGFR exon20ins NSCLC in 2026. We are also developing ZEGFROVY® as an adjuvant therapy for EGFR exon20ins NSCLC in ongoing registrational clinical trials.

  Lung cancer with EGFR PACC mutations represent another class of driver mutations, which occurs in approximately 12.5% of all EGFR-mutant NSCLC. As of the Latest Practicable Date, there were no approved targeted therapies specifically for the treatment of EGFR PACC NSCLC. Frequently used therapies include off-label use of approved EGFR TKIs and chemotherapies with only limited efficacy and short duration of response. In WU-KONG35, ZEGFROVY® at a dose of 300 mg once daily demonstrated a compelling confirmed ORR of 71.4% in patients with

EGFR PACC NSCLC. The reported confirmed ORR of firmonertinib in its Phase 1b clinical trial for EGFR PACC NSCLC administered at 240 mg, a dose three times its approved dose for NSCLC with sensitized mutation, was 68.2%. We are developing ZEGFROVY® as a first-line treatment and adjuvant therapy for EGFR PACC NSCLC in ongoing registrational clinical trials. To expedite the development process, we are pursuing Breakthrough Therapy Designation for ZEGFROVY® for this indication.

In addition, we are developing ZEGFROVY® as part of an all-oral, frontline combination therapy with DZD6008 to treat lung cancer patients with classical EGFR mutations (L858R and del19).

The global EGFR exon20ins NSCLC market grew from US$0.7 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 9.0%, and is expected to increase to US$8.0 billion in 2035, representing a CAGR of 20.5% from 2024 to 2035. The global EGFR PACC NSCLC market grew from US$0.9 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 4.1%, and is expected to increase to US$5.6 billion in 2035, representing a CAGR of 16.5% from 2024 to 2035.

- ***DZD6008*** is a fourth-generation EGFR TKI, addressing the significant unmet needs for NSCLC patients who develop resistance to third-generation EGFR TKIs. The current standard of care for these patients is chemotherapy, which offers limited benefit, with patients receiving the therapy achieving an average ORR of 30% to 40%, mPFS of less than six months.

  The next generation EGFR TKI, the fourth generation, must be able to provide additional treatment benefits over the current third generation, represented by Tagrisso®. Specifically, the fourth generation must be able to (i) suppress common activating mutations, resistant double, and triple mutations, with almost equal potencies to avoid the need for overdosing in order to cover all mutation types; (ii) have high wild-type EGFR selectivity to minimize wildtype EGFR related toxicities; (iii) penetrate BBB most efficiently to effectively treat CNS metastases, and (iv) mitigate enhanced sensitivities to cardiotoxicity risks associated with third-generation EGFR TKIs. DZD6008 is the only fourth-generation EGFR TKI with clinical evidence to meet all four definitive criteria.

  As a monotherapy, DZD6008 has demonstrated compelling clinical efficacy in both heavily treated TKI-resistant EGFR-mutant NSCLC patients, as well as treatment naïve EGFR-mutant NSCLC patients. DZD6008's favorable safety profile makes it an ideal backbone for novel combination regimens, which are being actively explored. On the top of the list is DZD6008 in combination with ZEGFROVY® as it offers significant advantages of as a chemo-free regimen minimizing chemo-related toxicities and as an all oral regimen maximizing patients' compliance.

  In addition, we are also exploring DZD6008 in combination with current standard of care and emerging new therapies such as ADCs.

The global EGFR-mutant NSCLC market grew from US$8.1 billion in 2020 to an estimated US$11.0 billion in 2024. It is projected to further expand to US$24.7 billion by 2035, representing a CAGR of 7.7% from 2024 to 2035.

- ***Golidocitinib***, a next-generation, highly selective JAK1 inhibitor, has shown promising clinical efficacy when combined with an anti-PD(L)-1 antibody in NSCLC patients without known driver mutations. Immunotherapy is the current standard of care for these patients but only with modest clinical benefits, especially for those with intermediate PD-L1 expression.

  Clinical evidence from us and others confirms that aberrant activation of the JAK-STAT pathway, often driven by inflammatory cytokines within the tumor microenvironment, may facilitate immune evasion by upregulating PD-L1 expression and reinforcing immunosuppressive signaling programs that contribute to progressive T-cell dysfunction and exhaustion. Accordingly, JAK1 inhibition with golidocitinib may attenuate these pro-PD-L1 and immune-suppressive signals, thereby modulating the tumor microenvironment and potentially restoring antitumor immune activities.

  We are exploring this hypothesis clinically, evaluating golidocitinib's potential in combination with an anti-PD(L)-1 antibody in NSCLC without known driver mutations in an ongoing investigator-initiated trial in China, JACKPOT33. The data of JACKPOT33 will be used to support the IND application of JACKPOT66, a planned registrational Phase 3 clinical trial for NSCLC without known driver mutations.

  The global NSCLC without known driver mutations market grew from US$13.3 billion in 2020 to an estimated US$21.9 billion in 2024. It is projected to further expand to US$41.8 billion by 2035, representing a CAGR of 6.0% from 2024 to 2035.

- ***GW5282*** is a next-generation EZH1/2 (Enhancer of Zeste Homolog 1 and 2) dual inhibitor. EZH2 is a clinically validated target for multiple hematological and solid tumors. Our translational science research showed that inhibiting EZH2 alone could not completely block the pathway as the EZH1, the other closely related gene family member, often compensates EZH2 activity. Approved EZH1-only inhibitors suffer from another deficiency, too short human blood half-life. Consequently, a much higher dose is necessary in order to cover the target, which causes typical high dose-related bone marrow toxicities. GW5282 stands out as a next-generation therapy that addresses the key limitations of these existing EZH2-only inhibitors. GW5282 was designed to inhibit both EZH1 and EZH2 with equal potencies but spare other non-targeting genes. Available clinical data fully validated our molecular design properties, including a longer half-life, improved absorption and oral bioavailability, and much lower bone marrow toxicities. With these improvement, we are able to reduce the patient's pill burden from over 14 pills to just one or two pills daily, enhancing patient compliance. Our strategic focus for this molecule is directed toward solid tumors, including lung cancer, for which we have validated preclinical evidence.

Hematological diseases

In hematological diseases, we are advancing three differentiated late-stage molecules, including golidocitinib, birelentinib and GW5282.

- ***Golidocitinib*** (brand name: 高瑞哲®) has been approved and launched in China for relapsed/refractory peripheral T-cell lymphoma ("**r/r PTCL**"). Patients with PTCL face a dismal prognosis. The only available front-line treatment, CHOP, is a combination regimen of four chemotherapy drugs. There is no standard of care once the disease progresses. The median Overall Survival ("**mOS**") for relapsed and refractory patients is only about 6 months.

  As a first-in-class agent specifically targeting the JAK-STAT signaling pathway in PTCL, golidocitinib represents a novel targeted drug for this disease. It is designed to deliver a differentiated triple-action profile, combining direct antitumor activity with anti-inflammatory effects and immune modulation, with the objective of providing broad and durable clinical benefits for PTCL patients.

  In the registrational Phase 2 study, JACKPOT8, golidocitinib demonstrated strong anti-lymphoma activity in r/r PTCL, with an ORR of 44.3% and a complete response ("**CR**") rate of 23.9%. These response rates compare favorably with current chemotherapies and emerging single-agent targeted agents in this setting, where ORRs have often been below 30%. The observed efficacy supports the potential of golidocitinib to meaningfully improve outcomes in this difficult-to-treat patient population. Based on these favorable clinical results, golidocitinib was approved in China and included as a Category I recommendation in leading Chinese clinical guidelines, specifically Chinese Society of Clinical Oncology ("**CSCO**") 2025 for r/r PTCL. It is also the first and only JAK1 inhibitor worldwide receiving both FDA Fast Track and Orphan Drug designations for r/r PTCL as of the Latest Practicable Date.

  We plan to file an NDA for golidocitinib for r/r PTCL with the FDA in 2026. Beyond r/r PTCL, we are evaluating golidocitinib for first-line treatment in combination with CHOP. In an ongoing IIT in China, JACKPOT55, Go-CHOP regimen (150 mg of golidocitinib every other day + CHOP) demonstrated strong anti-tumor activity in patients with newly diagnosed PTCL. The reported ORR was 94.1% and the complete response ("**CR**") rate was 64.7%. The study is still ongoing with 85% of patients remained on treatment. The longest PFS has exceeded 15 months. Overall safety profile was as manageable with no treatment discontinuations due to TRAEs. Based on these data, the IND application is planned for JACKPOT28, a registrational Phase 3 clinical trial of golidocitinib for the first-line treatment of newly diagnosed PTCL.

  According to CIC, the global PTCL drug market grew from US$0.9 billion in 2020 to an estimated US$1.5 billion in 2024. It is projected to further expand to US$6.0 billion by 2035, representing a CAGR of 13.5% from 2024 to 2035. China market size increased from US$0.3 billion in 2020 to US$0.5 billion in 2024 and expected to reach US$1.7 billion by 2035, reflecting an 12.0% CAGR over the forecast period.

- ***Birelentinib*** is a novel dual inhibitor of lymphocyte-specific protein tyrosine kinase ("**Lyn**") and Bruton's tyrosine kinase ("**BTK**"), designed to completely block both BTK-dependent and BTK non-dependent pathways

  The first and second generation BTK inhibitors, including ibrutinib, acalabrutinib and zanubrutinib, brought tremendous benefits to CLL/SLL patients. Unfortunately, disease progression is inevitable. A mutation at C481 position was identified clinically as the dominant resistance mutation, resulting in enhanced BTK activity and preventing anti-BTK drug binding. Our translational science research discovered another important resistance mechanism based on the paradoxical observation that about half of the relapsed patients with BTK mutations showed diminished BTK activity. Subsequently, the team further identified that these patients' tumors no long rely on BTK pathway (BTK-independent), but Lyn-AKT pathway instead. Birelentinib is designed to simultaneously inhibit both BTK-dependent and BTK-independent B-cell receptor (BCR) signaling pathways to achieve maximal clinical benefits. Through this dual-pathway mechanism, birelentinib is intended to suppress oncogenic BCR signaling and inhibit tumor growth across multiple subtypes of B-NHL. As of the Latest Practicable Date, it was the first and only dual Lyn/BTK inhibitor in clinical development, according to CIC.

  Birelentinib demonstrated its clinical potential quickly in early clinical studies. A pooled analysis from two clinical studies in heavily pretreated patients with chronic lymphocytic leukemia/small lymphocytic lymphoma ("**CLL/SLL**") was selected for oral presentation at both the 2025 American Society of Clinical Oncology ("**ASCO**") meeting and the 18th International Conference on Malignant Lymphoma ("**ICML**"). Based on these results, U.S. FDA granted birelentinib Fast Track Designation in August 2025 for the treatment of r/r CLL/SLL. We have initiated an international multi-center Phase 3 clinical trial of birelentinib for r/r CLL/SLL in September 2025.

  Beyond CLL/SLL, we are exploring Birelentinib's potential in DLBCL. So far, BTK inhibitors have only shown limited clinical efficacy in non-GCB subtype of DLBCL. We hypothesize that incomplete blockade of BCR signaling is the likely reason. By simultaneously inhibiting both BTK and Lyn signaling, birelentinib may overcome these limitations and improve treatment outcomes in r/r DLBCL. This hypothesis was supported by the results from a Phase 2 clinical study evaluating birelentinib monotherapy in r/r DLBCL, TAI-SHAN9, which was presented at the 2025 European Hematology Association ("**EHA**") Congress and the 18th ICML. Significant anti-tumor activities were observed in both GCB and non-GCB DLBCL subtypes.

  We are also developing birelentinib beyond relapsed/refractory settings in combination with BCL2 inhibitor and chemotherapy for the first-line treatment of CLL/SLL and DLBCL, respectively.

According to CIC, the global CLL/SLL drug market grew from US$8.5 billion in 2020 to an estimated US$13.2 billion in 2024. It is projected to further expand to US$41.3 billion by 2035, representing a CAGR of 10.9% from 2024 to 2035. China remains a key growth engine, with market size increasing from US$0.5 billion in 2020 to US$0.7 billion in 2024 and expected to reach US$2.6 billion by 2035, reflecting an 12.1% CAGR over the forecast period. According to CIC, the global DLBCL drug market grew from US$3.3 billion in 2020 to an estimated US$6.0 billion in 2024. It is projected to further expand to US$24.2 billion by 2035, representing a CAGR of 13.5% from 2024 to 2035. China market size increased from US$0.6 billion in 2020 to US$1.2 billion in 2024 and expected to reach US$4.6 billion by 2035, reflecting an 13.1% CAGR over the forecast period.

- ***GW5282*** can significantly reduce H3K27me3 levels in cells and demonstrates strong anti-tumor activity across NHL models in both *in vitro* and *in vivo* preclinical models. GW5282 is currently in Phase 1/2 clinical study to assess its safety, tolerability, pharmacokinetics, and anti-tumor efficacy in patients with r/r NHL in China. Tumor shrinkage was observed at the starting dose of 40mg, twice daily ("**BID**"). At this dose, more than 90% inhibition of the pharmacodynamic marker was achieved. No dose-limiting toxicities were observed up to 120mg, BID.

Other solid tumors

Beyond lung cancer and hematological diseases, we are advancing three differentiated candidate drugs, including GW5282, DZD1516, and DZD2269 for other solid tumors.

- In addition to lung cancer and r/r NHL, we are developing ***GW5282*** for the treatment of other solid tumors, including prostate, ovarian and endometrial cancers.

- ***DZD1516*** is an oral, reversible, and highly selective small-molecule HER2 TKI that addresses some of the most pressing challenges in treating HER2-positive breast cancer, particularly in patients with CNS metastases. By providing a novel mechanism of action and enhanced brain penetration, DZD1516 represents a promising therapeutic approach for patients who have limited treatment options with current therapies.

- ***DZD2269*** is an innovative, highly selective adenosine A2a receptor ("**A2aR**") antagonist. As of the Latest Practicable Date, there were no approved A2aR antagonists globally. A Phase 1 clinical trial of DZD2269 conducted in healthy volunteers demonstrated that DZD2269 can successfully inhibit the activation of these pathways. Importantly, at a dose of 160 mg, no drug-related adverse effects were observed. DZD2269 exhibited favorable safety and tolerability profiles. These early clinical findings support the continued clinical development of DZD2269 for use in oncology and immune diseases, where the A2aR pathway plays a significant role in immune suppression within the TME.

Immune disorders

- We are exploring the therapeutic potential of our existing pipelines for immune disorders. The Lyn/BTK dual-pathway coverage of birelentinib may be beneficial to address immune-mediated diseases such as ITP, where pathogenic autoantibody production by B cells and Fc receptor-mediated platelet destruction by macrophages are driven by BTK- and Lyn-dependent signaling cascades. By targeting both kinases, birelentinib provides a mechanistic rationale for evaluation in ITP. We are assessing birelentinib in an ongoing Phase 2 clinical trial, TAI-SHAN11, for r/r primary ITP in China.

- In addition, we are developing ***golidocitinib*** for the treatment of primary ITP via a distinct mechanism of action. Golidocitinib is a selective JAK1 inhibitor that reduces overactive JAK/STAT cytokine signaling, which can drive immune-mediated platelet destruction and impaired platelet production. By selectively targeting JAK1, it is designed to deliver immunomodulatory benefit while limiting broader JAK inhibition that may be associated with more off-target side effects. We are assessing golidocitinib in an ongoing Phase 2 clinical trial, JACKPOT16, for r/r primary ITP in China.

- In addition to oral capsule, we are developing ***golidocitinib ointment*** for dermatology indications. Golidocitinib ointment is currently under GMP production and GLP toxicology study. We plan to initiate a Phase 1/2 proof-of-concept trial of golidocitinib ointment for mild-to-moderate atopical dermatitis ("**AD**") in 2027.

Integrated Technology Platform for De-Risked and Accelerated R&D

We attribute the strength of our product portfolio to the integrated technology platform that we have continued to strengthen over the eight years since our inception. We operate this platform under a disciplined, hypothesis-driven framework that is applied consistently across programs for precision molecular design and model-informed clinical development. We set clear "Go — No Go" criteria tied to clinical and translational milestones. This approach allows us to invest resources only in programs that show a strong scientific rationale and a realistic opportunity to achieve global first-in-class or best-in-class differentiation.

Integrated platform for precision molecular design and model-informed clinical development

Our integrated technology platform seamlessly connects translational science, precision molecular design, and predictive clinical pharmacology into a unified workflow. In translational science, we leverage a comprehensive library of over 1,500 cell lines, alongside proprietary disease models that best mimic human diseases with defined biological relevance. These models encompass transgenic and driver-mutation validation models, surgical CNS metastasis models with an intact BBB, and a short oral absorption model designed for rapid drug metabolism and pharmacokinetic ("**DMPK**") readouts. By utilizing these robust tools and applying these models to successfully and accurately predict clinical activities, we meticulously validate the intricate relationship between targets and diseases, define a clear candidate drug target profile ("**CDTP**"), and identify and validate predictive biomarkers that guide patient selection, response prediction, and safety monitoring.

As candidates progress, we incorporate model-informed drug development ("**MIDD**") into our predictive clinical pharmacology approach. This approach integrates preclinical data into models of human pharmacokinetics and pharmacodynamics ("**PK/PD**"). These models assist us in designing clinical trials with rational starting doses, focused dose escalation strategies, and dose levels that strike a balance between efficacy and tolerability.

ZEGFROVY® as proof of platform execution and speed

ZEGFROVY®'s discovery and development exemplifies the practical application of this integrated platform. Backed by translational science and validated pharmacological biomarkers, we observed tumor response at the starting dose. We were able to find our Recommended Phase 2 Dose ("**RP2D**") with only 4 dose cycles. This alone shortened clinical development by more than a year. We had clear understanding of the desired balance between molecule structural rigidity and flexibility. This is the key for ZEGFROVY®'s superior efficacy across over 200 different subtypes of exon20ins. Clinical data confirmed our model for target coverage needed to maximize target inhibition while sparing off-target effects. Putting all these together, we were able to achieve market approval within four years after First Subject In ("**FSI**").

Global Clinical Development

We have been committed from the outset to developing medicines for a global patient population and are among the few China-based companies pursuing global development for every pipeline asset. For candidates that achieve proof of concept, we intend to continue development through globally designed trials rather than restricting development to a single region. As a result, our clinical trials span multiple regions, including five continents and nearly 20 countries. Across these programs, we have enrolled around 800 overseas patients under the care of key opinion leaders ("**KOLs**") in major oncology and hematology medical centers worldwide.

For ZEGFROVY®, golidocitinib and birelentinib, we have obtained seven U.S. regulatory designations, including Breakthrough Therapy Designations and other expedited pathway designations, and we have achieved what we believe to be a historic milestone — ZEGFROVY® became the first China-discovered and developed first-in-class drug to receive marketing approval in the United States. These regulatory interactions also underscore our execution capabilities. For example, our new drug application ("**NDA**") submission for ZEGFROVY® in China and the United States received no deficiency notices and the pre-approval inspections for ZEGFROVY® in China and the United States concluded with no findings.

Rapid Commercialization Uptake

We have successfully transitioned into a fully integrated biopharmaceutical company with both development and commercialization capabilities. Our two approved drugs have been included in leading global and Chinese treatment guidelines, as well as China's NRDL. These inclusions have significantly contributed to the rapid market uptake and growing recognition of our approved products among clinicians. Following their respective regulatory approvals, we achieved the first prescription for ZEGFROVY® within four days.

Since the commercial launch of our first product, ZEGFROVY®, in 2023, we have established a strong growth trajectory, generating revenue of RMB91.3 million, RMB310.8 million, RMB285.7 million, and RMB422.1 million from ZEGFROVY® and nil, RMB49.1 million, RMB52.7 million, and RMB164.2 million from golidocitinib in 2023, 2024, the nine months ended September 30, 2024, and 2025, respectively. Moreover, our focus on efficiency has led to a reduction in selling and distribution expenses as a percentage of revenue. We incurred selling and distribution expenses of RMB322.5 million, and RMB423.7 million in the nine months ended September 30, 2024, and 2025, accounting for 95.3%, and 72.3% of our revenue during the same periods, reflecting our improved sales productivity and optimized cost structure.

Looking Ahead

As we look into the future, we intend to advance our approved drugs and clinical-stage assets through key development milestones and to continue exploring new targets in oncology and immunology diseases. In addition, we plan to strengthen our core technological competencies, while continuously enhancing commercialization capabilities to realize the full market potential of our pipeline. We aim to expand global partnerships to unlock the commercial value of our approved and pipeline products. In parallel, we plan to strengthen in-house manufacturing to support scalable supply and improve cost efficiency. Underpinning these efforts, we prioritize attracting, developing, and retaining top-tier talent across R&D, manufacturing, and commercialization to support long-term growth and global expansion.

OUR STRENGTHS

Deep scientific insight and disease knowledge for drug program selection and prioritization

Our ability to generate breakthrough therapies stems from our deep understanding of cancer biology and our capability to translate scientific insight into differentiated molecular designs.

- ***ZEGFROVY®*** is an innovative EGFR TKI launched in China and approved in the United States. Early in our research, we identified a fundamental limitation in available NSCLC therapies: they did not adequately address the structural diversity and conformational complexity of EGFR mutations, particularly exon20ins variants and PACC mutations. Through comprehensive structural and biochemical analysis, we recognized that exon20ins encompass more than 130 distinct variants, which are far more than commonly appreciated in the published literature at that time. This insight guided the purposeful engineering of ZEGFROVY®'s molecular scaffold to balance the flexibility required to accommodate diverse insertion mutations with the rigidity needed for stable receptor binding.

- ***DZD6008.*** We understand that to meet the four definitive criteria for a fourth-generation EGFR TKI, namely be able to (i) suppress common activating mutations, resistant double, and triple mutations, with almost equal potencies to avoid the need for overdosing in order to cover all mutation types; (ii) have high wild-type EGFR selectivity to minimize wild-type EGFR related toxicities; (iii) penetrate BBB most efficiently to effectively treat CNS metastases, and (iv) mitigate cardiotoxicity risks associated with third-generation EGFR TKIs, a fundamentally new chemical structure is required, rather than incremental modification of existing EGFR TKI scaffolds. Accordingly, we applied precision molecular design to derive DZD6008, with the objective of creating a structurally distinct molecule capable of not only addressing complex resistance mutations but also crossing the blood-brain barrier. These features form the structural and mechanistic basis for DZD6008's broad mutation coverage and next-generation profile.

- ***Birelentinib.*** In addition, our understanding of tumor escape mechanisms inspired the creation of birelentinib, a first-in-class dual Lyn/BTK inhibitor. Recognizing that BTK inhibition only often results in therapeutic escape through alternative signaling routes, we designed birelentinib to simultaneously inhibit Lyn and BTK, thereby blocking a broader network of B-cell receptor signaling and potentially extending clinical benefit across multiple B-NHL subtypes where BTK-only inhibition has limited durability.

Taken together, these molecules exemplify our core strength in deriving deep mechanistic insight, translating it into rational molecular design, and ultimately generating differentiated candidates with the potential to address clinically significant unmet needs.

Integrated translational science platform accelerating development and reducing risks

Our research and development efforts are grounded in a strong commitment to translational science, which enables us to accelerate development while reducing overall risk. Our translational science platform strengthens decision-making from target selection through early clinical development by validating target-disease relationship, defining clear candidate drug profile, and identifying biomarkers that guide dosing and trial design. These capabilities help us focus resources on the most promising programs, accelerate optimization, and improve clinical execution efficiency.

- ***Validate targets with clinically relevant models.*** Using a panel of more than 1,500 cell lines across diverse diseases, we noticed that only a few cell lines showed extremely sensitivity to golidocitinib. We further identified that these sensitive cell lines share a common T-cell origin. With these findings, we were able to make a quick and informed decision to prioritize golidocitinib development in peripheral T-cell lymphoma. Five years later, golidocitinib became the only JAK1 inhibitor approved for r/r PTCL as of the Latest Practicable Date. Our transgenic mouse models also confirmed that EGFR exon20ins mutations drive tumor initiation and progression — an insight foundational to the development of ZEGFROVY®.

- ***Define CDTP requirements to accelerate optimization.*** We employ specialized models, including a disease-relevant surgical brain metastasis model that closely mimics natural disease progression and a "short oral absorption" rat model that provides rapid absorption, distribution, and metabolic stability data, to precisely define CDTP requirements and accelerate compound optimization.

- ***Transform well-defined CDTP into optimally engineered molecule.*** Our medicinal chemistry expertise enables us to transform a well-defined CDTP into an optimally engineered molecule. We have demonstrated our ability to achieve the rare and intricate balance between multiple requirements, such as ensuring BBB penetration while maintaining high selectivity for the drug target.

- ***Identify proof-of-mechanism and proof-of-concept biomarkers to guide dosing and trial design early in the development.*** Using proprietary animal models and tumor tissues, we uncover predictive biomarkers that inform treatment strategies, support dose selection, and enable optimized clinical trial designs, as demonstrated by golidocitinib. Combined with model-informed predictions, this approach helps avoid sub-therapeutic starting doses, improves estimation of maximum tolerated dose ("**MTD**") and dose-limiting toxicity ("**DLT**") to streamline dose escalation, and informs dosing frequency through accurate half-life projections to enhance patient convenience and compliance. It also supports proactive assessment of drug-drug interactions ("**DDIs**") and risks in special populations (e.g., hepatic or renal impairment), reducing trial complexity, accelerating enrollment, and saving time and cost. This rigorous scientific process is further bolstered by our predictive clinical pharmacology capability, which utilizes model-informed drug development ("**MIDD**") to generate accurate projections. We consistently predict preclinical pharmacokinetic ("**PK**") parameters, translating these predictions into anticipated clinical PK behavior. This critical guidance aids in dose selection, study design, and the overall clinical development of our drug candidates.

Overall, our integrated approach, which couples pioneering science with predictive and translational tools, leads to validated clinical acceleration and efficiency as evidenced by the clinical development process of ZEGFROVY®. The molecule completed its Phase 1 dose-escalation trial in only four cohorts, starting at a dose that ultimately proved to be the efficacious dose — well below the industry norm of eight to ten cohorts. This rapid timeline demonstrates our platform's clear ability to accelerate the development of drug candidates while strictly maintaining rigorous scientific standards throughout the process.

The average success rate for oncology drugs advancing from Phase 1 to regulatory approval is generally only 3% to 5% globally, underscoring the substantial challenges inherent in developing effective cancer therapies. Approximately half of drug candidates entering Phase 1 do not progress further due to inadequate PK or safety profiles. By combining pioneering science with predictive modeling and translational tools, our integrated approach is designed to identify and address these risks early. As of the Latest Practicable Date, none of our pipeline candidates had failed in clinical development due to poor PK or safety.

Global clinical execution capabilities evidenced by world-class trials

We aim to develop a globally competitive pipeline, and we are one of the few China-based biopharmaceutical companies that conduct global development for every single pipeline asset.

Extensive global clinical trial experience in line with international standards

We have cultivated extensive global clinical trial experience, designing and executing studies in accordance with the highest international standards. Our global footprint is far-reaching, with clinical trials conducted across five continents and nearly 20 countries. This commitment to international development is reflected in our operations with a cumulative overseas enrollment around 800 patients.

Our competitive trial design allows our clinical trials to be internationally comparable in both scale and design with those run by the leading global competitors. We foster a deep connection with the global scientific community. Most of our global trials are led by globally recognized Key Opinion Leaders ("**KOLs**") in their respective fields. This is especially so in lung cancer, where we maintain close relationships with the most prominent internationally recognized experts. This network helps to support our clinical strategy in reflecting the latest scientific consensus.

We have demonstrated our operational efficiency in global execution. For the global registrational trial of ZEGFROVY®, we achieved an average enrollment speed of over ten patients per month with approximately 100 clinical sites versus the over 200 sites typically required by competitors for the same enrollment speed.

Experienced in-house clinical development team ensuring study quality

Our in-house clinical development team consists of highly skilled professionals with extensive experience in multinational corporations ("**MNCs**"), including leaders who have previously managed global studies at AstraZeneca. The expertise offered by our team supports every phase of study design, implementation, and analysis, ensuring high study quality. Our team effectively manages clinical development timelines and works closely with contract research organizations ("**CROs**") to deliver high-quality results in a timely manner.

Proven global success on registration and application

Quality engagement with major regulatory agencies is often a big challenge for young China-based biotech companies. We have demonstrated our regulatory registration and application capabilities with proven global success. Our track record includes obtaining marketing approvals for two products in both China and the U.S. Our marketed and pipeline products, ZEGFROVY®, golidocitinib, and birelentinib, have collectively received seven major U.S. regulatory designations, including Priority Review, Breakthrough Therapy, Fast Track, and Orphan Drug.

Our U.S. NDA submission for ZEGFROVY® was accepted on the first attempt without any major amendments. The FDA praised our quality submission and subsequent responses, which led to approval ahead of the original timeline set by the Prescription Drug User Fee Act ("**PDUFA**"). Additionally, the pre-approval inspection of our clinical studies resulted in zero findings and no Form 483 issues — an exceptional achievement in the industry, showcasing the strong traceability and defensibility of our data and procedures.

Integrated commercialization capabilities elevating scientific leadership into market leadership

Our sales and marketing strength lies in a combination of scientific marketing, rapid pre-launch execution, comprehensive market access strategies, and a high-performance sales team. We leverage our scientific expertise to educate the market on innovative therapies, ensuring rapid product adoption and broad patient access. Additionally, our integrated commercialization approach and focus on efficiency have led to sustained revenue growth and improved sales productivity.

Scientific marketing builds awareness for innovative drugs

For our approved drugs and pipeline products, which feature first-in-class innovative treatments, we recognize the critical need for robust market education, especially since these products require a distinct approach compared to traditional, mature drug markets. Understanding that innovation often involves differentiated therapeutic mechanisms, we have developed a high-caliber commercialization team specifically trained to educate healthcare professionals, patients, and stakeholders about the clinical benefits and data behind our new drugs. Our marketing strategy is deeply rooted in scientific principles, focusing not only on the efficacy and safety of our therapies but also on educating the market about managing adverse events ("**AEs**") and the importance of personalized medicine.

A key part of our strategy is promoting companion diagnostics to improve mutation detection rates. By achieving simultaneous approval of drugs and companion diagnostic ("**CDx**") tool for the U.S. launch in collaboration with a global leader, we provide scientific resources to support healthcare professionals in identifying the right patients for approved companion diagnostic testing, in accordance with applicable product labels and regulatory requirements. In China, we have partnered with leading companies to promote validated next-generation sequencing ("**NGS**") testing, allowing the right patients to be matched to the right therapies.

We focus on data-driven market education, particularly in complex disease areas. Our pre-launch efforts include sophisticated market shaping and professional education to ensure rapid clinical adoption and optimal usage once the product is approved. This proactive approach accelerates the integration of our therapies into clinical practice.

Pre-launch planning and efficient launch execution enables rapid product uptake

We supplement scientific market efforts with meticulous pre-launch preparation, proven launch excellence capabilities and execution strategies for our drug candidates nearing commercialization. In addition, by leveraging our pre-launch strategies, such as scientific exchanges with KOLs and close monitoring of evolving CSCO guidelines, our experienced commercialization team rapidly activated the hospital network post-approval. As a result, our ZEGFROVY® achieved its first prescription within four days of approval, setting an industry record for drugs shipped from external manufacturing facilities.

Comprehensive market access strategies enable broad patient access

We have also established a comprehensive post-launch commercialization approach and payer engagement, ensuring sustained collaboration with healthcare payers alongside robust market access and product uptake strategies. Reflecting our commercialization abilities and market access strengths, as well as its favorable therapeutic potential to satisfy medical needs, golidocitinib achieved same-year NRDL inclusion following its approval, allowing immediate patient access post-launch. Our post-launch commercialization strategies expanded patient access, boosted market penetration, and validated our commercialization strategy amid competitive oncology pricing pressures.

Strong sales and marketing team drives growth and efficiency

As of September 30, 2025, we have established an integrated commercialization team comprising 592 seasoned professionals. In particular, most of them have deep commercialization experience in lung cancer and hematologic oncology, further enabling the specialized academic promotion of our products.

Supported by our integrated commercialization team, we achieved solid sales performance during the Track Record Period. Our revenue increased by 73.2% from RMB338.5 million in the nine months ended September 30, 2024 to RMB586.3 million in the same period in 2025.

Moreover, our focus on efficiency has led to a reduction in selling and distribution expenses as a percentage of revenue. We incurred selling and distribution expenses of RMB322.5 million, and RMB423.7 million in the nine months ended September 30, 2024, and 2025, accounting for 95.3%, and 72.3% of our revenue during the same periods, reflecting our improved sales productivity and optimized cost structure.

Industry leading management and R&D team with global vision and extensive industry experience

We are led by an experienced management team with an exceptional track record in global pharmaceutical innovation. Under the guidance of Dr. Zhang Xiaolin, our Chief Executive Officer, our core leadership comprises seasoned industry veterans from leading multinational pharmaceutical companies, including AstraZeneca, BMS, Eli Lilly, MSD, Pfizer, Roche, Sanofi, and BeOne Medicines (formerly known as BeiGene), each bringing deep expertise in innovative drug discovery, clinical development and commercialization. Their complementary capabilities and international perspectives underpin our corporate strategy and advance our long-term global growth.

- Dr. Zhang has over 25 years of experience in the biopharmaceutical industry and is recognized as an influential figure in China's pharmaceutical innovation landscape. Prior to founding our company, Dr. Zhang served as Global Vice President at AstraZeneca and played a pivotal role in establishing the Innovation Center China and subsequent AstraZeneca's iMED Asia, where he successfully led multiple global R&D collaborations and innovative drug programs.

- Under Dr. Zhang's leadership, our core management team includes senior experts such as Dr. Yang Zhenfan (楊振帆) (Chief Medical Officer), Chen Suqin (陳素勤) (Senior Vice President for Clinical Operations), Dr. Zeng Qingbei (曾慶北) (Chief Scientist), Dr. Tsui Honchung (徐漢忠) (Senior Vice President for Medicinal Chemistry), and Dr. Chang Shih-Ying (張世英) (Head of CMC), most of whom previously held key positions at AstraZeneca and other global pharmaceutical organizations. Collectively, our leadership team has contributed to the successful development and commercialization of several globally recognized therapies, including Iressa®, Tagisso®, AZD2954, AZD3759 and rolapitant. Their extensive experience in cross-border collaboration and regulatory interaction enables us to efficiently advance first-in-class innovations through international development and commercialization.

- Our commercial operations are led by Wu Qingyi (吳清漪), our Chief Commercial Officer, a proven commercial leader with a track record of successful launches of multiple blockbuster drugs across AstraZeneca, Sanofi and BeOne Medicines (formerly known as BeiGene). Backed by her demonstrated ability in team building and commercialization leadership, we have established a competitive commercial organization aligned with our global expansion strategy.

Backed by visionary leadership, an internationally experienced management team, and sustained confidence from top tier global investors, we are well positioned to continue delivering transformative therapies and driving our sustainable global growth.

OUR STRATEGIES

Advance the global development of our pipeline candidates and strengthen our product portfolio

Our pipeline development strategy is centered on maximizing the clinical and commercial value of approved products while accelerating clinical advancement of pipeline assets, capturing synergies across the portfolio, and expanding into new disease areas with high unmet needs to build a broad, differentiated engine for innovation and long-term growth.

We primarily develop targeted therapies — particularly small-molecule drugs — because we believe that (i) we have accumulated competitive advantages in designing small molecule drugs, and (ii) precisely designed small molecules give us better protection through higher technical barriers for competition. In lung cancer, we are advancing a differentiated NSCLC portfolio targeting hard-to-treat EGFR mutations, treatment resistance, and serious complications including CNS metastases where standard therapies fall short. In hematological diseases, we are advancing differentiated targeted therapies with a focus on expanding options and overcoming resistance in hard-to-treat lymphomas.

Maximize the potential value of our approved products

For our approved products, our strategy is to maximize their potential clinical and commercial values by moving them to earlier lines of therapy, expand their indications with an aim to establish them as new standard of care. For **ZEGFROVY®**, we are moving to first-line and adjuvant settings for EGFR exon20ins NSCLC so patients can benefit earlier. Similarly, we are also exploring additional opportunities such as first-line and adjuvant treatment in PACC NSCLC and first-line EGFR-mutant NSCLC in combination with DZD6008. For **golidocitinib**, we intend to pursue first-line treatment for PTCL and expand its potential use by evaluating combinations with immunotherapy in NSCLC without known driver mutations.

Accelerate the clinical development of our pipeline assets

We aim to accelerate the clinical development of our pipeline products. Our focus is on key therapeutic areas, especially lung cancer and hematological diseases, aiming for a broad clinical presence across various indications. We will prioritize resources for pipeline assets nearing commercialization, including birelentinib and DZD6008.

Explore synergies within our pipeline

We will maximally explore potential synergies between our pipeline and approved products through combination therapies within them. We are developing ZEGFROVY® in an all-oral, frontline combination strategy with DZD6008. This combination is designed to be mutually reinforcing that prevent resistance of both drugs.

Selectively expand our R&D efforts into new disease areas with unmet clinical needs

We are committed to exploring new disease areas with significant unmet clinical needs, including **immunology** and **neurodegenerative diseases**. Our preclinical pipeline is grounded in scientific validation, with a focus on advancing high-potential candidates. We are committed to advancing one compound per year into the IND stage over the next two to three years, ensuring a steady stream of new clinical-stage candidates to replenish our product portfolio.

Strengthen our core technological competencies to continue translating basic research into practical applications

We plan to strengthen our technology capabilities through a set of integrated initiatives to improve efficiency and increase the success prospect of innovation.

Invest in AI for drug discovery, design, and development

We plan to invest in AI and expand its use across the full R&D value chain. In discovery, we aim to apply AI to strengthen our understanding of disease biology and target-disease linkage, helping prioritize the most promising targets and mechanisms. In precision molecular design, we plan to use AI-enabled approaches to propose novel chemistry and molecular designs beyond known scaffolds, accelerate hit-to-lead and lead optimization, and improve key properties such as potency and selectivity. In CMC, we aim to apply AI to support synthetic route scouting and optimize scalable routes with a focus on quality, efficiency, and manufacturability. We also plan to use AI to improve submission readiness and regulatory communications.

Advance small-molecule drug discovery with organoid-enabled translational science

We plan to further refine our small-molecule drug discovery platforms by deepening our understanding of tumor biology, driver mutations, and protein structure-function relationships. To strengthen translation from lab to clinic, we aim to incorporate novel technologies such as organoid screening into our discovery workflows. By using biologically relevant models, we aim to improve candidate differentiation and translational confidence, generate stronger evidence on efficacy signals, resistance patterns, and combination potential, and support biomarker exploration, patient stratification, CNS drug delivery, and model-informed early clinical development.

Further enrich our compound libraries and expand lab automation

We plan to further enrich our compound collection libraries to increase diversities and novelties, with the help of AI. In parallel, we aim to strengthen lab automation capabilities by introducing automated workflows for routine and high-throughput experiments, improving data capture, reproducibility, and cycle time.

Collaborate with leading research institutions to access external innovation

We plan to collaborate with leading academic and research institutions globally to tap into external innovation and scientific breakthroughs. These collaborations may include joint research programs, shared technology platforms, and sponsored translational studies. We aim to establish clear governance for project selection, milestone-driven execution, and intellectual property management so that external insights can be converted into internal capabilities and pipeline opportunities efficiently.

Integrate end-to-end R&D process to improve efficiency and success rates

We plan to maximize synergies across the full R&D cycle by integrating our end-to-end system — from target discovery and mechanism validation to clinical execution and CMC. This approach aims to further improve operational efficiency, speed up feedback loop, increase the probability of success for novel programs, and support the continued expansion and global commercialization of our small-molecule oncology pipeline.

Continuously enhance commercialization capabilities to realize market potential of our pipeline assets

We plan to apply data-driven technologies to optimize commercialization operations and improve execution efficiency. By leveraging market intelligence, we aim to allocate our sales force more precisely and tailor engagement to the right hospitals and specialists. We also plan to expand digital and remote interactions so that education and promotion are not limited to face-to-face activities. In addition, we plan to apply data-driven analytics on unmet need, competitive dynamics, and payer and hospital pathways to refine positioning, and develop evidence packages in our marketing process that support guideline inclusion and reimbursement.

We plan to strengthen internal commercialization capability through systematic training programs for our sales force. These programs aim to improve product knowledge, scientific communication, compliance awareness, and execution skills, helping teams translate knowledge and strategy into consistent field performance. By investing in structured onboarding, continuous learning, and practical coaching, we aim to build a strong sales and marketing infrastructure that supports seamless execution from launch planning to broad market delivery.

In addition, as our pipeline advances, we plan to build launch-ready commercialization capabilities well ahead of key regulatory milestones, including scalable supply planning, internal training, field-force readiness, scientific engagement with targeted KOLs, and preparation for physician and patient education, while mapping key hospitals and specialists, strengthening our nationwide marketing and distribution network, and optimizing market access strategies. Supported by value-based pricing, digital tools, and real-world evidence generation, these efforts aim to substantiate the potential clinical value of our pipeline and facilitate rapid, broad and sustained market and patient coverage upon approval.

We plan to adopt a self-built sales model to strengthen our nationwide sales and marketing network. We are committed to expanding and empowering our professional commercial team to cover the entire value chain — marketing, medical affairs, channel management, market access, and business planning and operation — and to reinforce the expertise of our members through systematic training. We will further strengthen academic promotion activities focusing on priority therapeutic areas such as lung cancer and hematologic malignancies, deliver scientific communication to front line clinicians via key academic channels, and continue to deepen our collaboration with leading hospitals and key opinion leaders.

Expand global visibility and partnerships to unlock commercial potential of our approved and pipeline products

We aim to leverage our robust clinical data and growing global academic presence to expand the recognition of our products. By presenting high quality clinical results at top international academic conferences such as ASCO, WCLC, ASH and ICML, we continue to strengthen our scientific visibility worldwide.

In the nearer term, we plan to adopt a flexible collaboration and licensing strategy to realize the global commercial potential of our approved and pipeline products, particularly in major international markets. To accelerate market access and commercialization, we aim to pursue strategic partnerships with leading multinational pharmaceutical companies and leverage their established commercial infrastructure, market expertise, and distribution networks.

Through these collaborations, we aim to structure value-sharing models that may include upfront payments, development and regulatory milestones, and royalties. This approach is intended to generate earlier financial returns while supporting long-term product value creation. By combining our innovation capabilities with partners' global reach, we aim to bring clinically meaningful precision therapies from China to patients worldwide, creating sustainable value for patients, partners, and shareholders.

In the longer term, we will evaluate the development of a small scale, specialized global commercialization team at an appropriate stage, gradually evolving from collaborative operations to independent execution to enhance global market control and maximize long term product value.

Strengthen in-house manufacturing and improve cost efficiency

We will continue to strengthen our in-house manufacturing capabilities to support the global commercialization and supply of our products. By establishing production facilities in China, we aim to achieve self-sufficiency in manufacturing and create a reliable production base for our marketed products and late-stage candidates.

We have constructed a manufacturing facility in Wuxi, Jiangsu, with a GFA of over 35,000 square meters and an annual capacity of around 70 million tablets and 20 million capsules. The facility is designed to comply with the GMP standards of China and the United States and is expected to commence operation in 2027. Once operational, this facility will form an integrated industrial chain covering preclinical research, clinical development and commercial manufacturing, effectively supporting future product scale-up. Through these efforts, we aim to establish a strong manufacturing foundation that supports the steady and high-quality supply of our drugs.

We aim to strengthen coordination with suppliers to ensure a stable supply of APIs and raw materials, maintaining consistent product quality and availability worldwide. We aim to optimize cost efficiency through in-house manufacturing by refining process control, reducing waste, and enhancing material utilization. We anticipate vertical integration to help reduce intermediary costs and improve capital efficiency. We also plan to adopt centralized procurement and strategic partnerships to stabilize costs and ensure a cost-competitive supply chain.

Attract, nurture and retain top-tier talents across R&D, manufacturing and commercialization

A key part of our strategy is to continuously recruit, develop, and retain top talent to support our global execution and commercialization. We will continue to enhance our already strong R&D organization through focused efforts to identify, recruit, develop and retain both internal and external talents across drug discovery, clinical operations, and translational medicine. Beyond R&D, we are expanding teams in global marketing, medical affairs, and manufacturing quality control to support product launches and drive rapid sales growth.

To nurture the next generation of talent, we focus on fostering a supportive environment where emerging talents are given opportunities to learn from experienced mentors. By providing robust training programs, leadership development initiatives, and clear career paths, we help our newer team members build the expertise needed to eventually step into critical roles, ensuring a smooth transition of knowledge and leadership.

To build a stable and innovative team, we plan to implement a multi-level talent incentive system with long-term benefits. We aim to promote an open and inclusive culture that encourages innovation, allowing our team to thrive and contribute to our ongoing growth and global impact.

OUR PRODUCT PORTFOLIO

Our product portfolio consists entirely of in-house developed small-molecule innovative drugs with global rights. We are strategically focused on oncology indications and hematological diseases. We develop all our products through a coordinated, global approach.

As of the Latest Practicable Date, our product portfolio included (i) two products with marketing authorizations, namely (a) ZEGFROVY®, an innovative EGFR TKIs launched in China and approved in the United States, and (b) golidocitinib, a next-generation, highly selective JAK1 inhibitor approved and launched in China, (ii) one registrational-stage drug candidate, namely birelentinib, (iii) three post-PoC stage assets, namely DZD6008, GW5282, DZD1516 and (iv) one early clinical stage asset, namely DZD2269. The pipeline chart below summarizes the development status of our later stage portfolio and upcoming milestones.

Product
Target
Indication (Line of Treatment)
Therapy
IND
Dose Escalation
PoC
Registration Trial
NDA
Approval
Regulatory Designation
Commercial Rights
Upcoming Milestones
ZEGFROVY® (DZD9008)
EGFR
EGFR exon20ins NSCLC
2L/2L+
Monotherapy
WU-KONG26: Single arm
WU-KONG31B: Single arm
PR (China)
BTD (China)
PR (US)
BTD (US)
Global
(Approved)
(Approved in the US)
3Q2026: EU MAA submission
1L
Monotherapy
WU-KONG28: vs. platinum-containing chemo
BTD (China & US)
2Q2026: Primary readout & CN NDA submission
3Q2026: US NDA & EU MAA submission
Adjuvant
Monotherapy
WU-KONG16/18: vs. placebo
2029: Primary readout
PACC NSCLC
1L
Monotherapy
WU-KONG15/35*: Single arm
2Q2026: Primary readout; Ph3 IND submission
Adjuvant
Monotherapy
WU-KONG16: vs. placebo
2030: Primary readout
WU-KONG18: vs. placebo
2Q2026: Ph3 Initiation
EGFRm NSCLC
1L/2L/2L+
Combo with DZD6008
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
Golidocitinib (DZD4205)
JAK1
PTCL
r/r
Monotherapy
JACKPOT8B: Single arm
PR
(Approved)
JACKPOT8B: Single arm
FTD & ODD (US)
4Q2026: NDA submission
JACKPOT19: vs. investigator's choice
2H2027: Primary readout
1L
Combo with CHOP
JACKPOT53/55*: Single arm
1Q2026: Primary readout; Ph3 IND submission
Non-driver mutation NSCLC
1L
Combo with IO
JACKPOT33*: Single arm
3Q2026: Primary readout; Ph3 IND submission
Primary ITP
r/r
Monotherapy
JACKPOT16: vs. placebo
1H2028: Primary readout; 2H2028: Ph3 IND submission
Birelentinib (DZD8586)
Lyn/BTK
CLL/SLL
2L/2L+
Monotherapy
TAI-SHAN6: vs. investigator's choice
FTD (US)
2H2027: Interim analysis
1L
Combo with BCL2i
TAI-SHAN10: Single arm
3Q2026: Primary readout; 4Q2026: Ph3 submission
DLBCL
r/r
Monotherapy
TAI-SHAN9: Single arm
3Q2026: Study completion
1L/2L/2L+
Combo with chemotherapy
TAI-SHAN12: Single arm
1Q2026: 2L/2L+ Primary readout; Ph3 IND submission (1L combo with R-CHOP)
Primary ITP
2L/2L+
Monotherapy
TAI-SHAN11: Single arm
1H2027: Primary readout; Ph3 IND submission
DZD6008
EGFR (4th Gen TKI)
1L/2L/2L+
Monotherapy
TIAN-SHAN1/2: Single arm
2Q2026: Primary readout
EGFR NSCLC
2L/2L+
Combo with chemotherapy
TIAN-SHAN7: Single arm
2Q2026: Primary readout
1L/2L/2L+
Combo with ZEGFROVY®
TIAN-SHAN8: Single arm
3Q2026: Primary readout; 1L Ph3 IND submission
GW5282
EZH1/2
NHL
r/r
Monotherapy
BEI-DOU1: Single arm
2Q2026: Determining RP2D
Solid Tumors
r/r
Monotherapy
BEI-DOU2: Single arm
3Q2026: Determining RP2D
DZD1516
HER2+
HER2 + BC
2L/2L+
Combo with HER2 ADC
WEN-JI1: Single arm
2H2027: Combination study initiation
DZD2269
A2aR
Solid Tumors
–
Monotherapy and combo
PAN-GU1: Single arm
2H2027: Combination study initiation
China Clinical Trials
Global/overseas Clinical Trials
Market for commercialization
* Denotes IIT trials
IND = Investigational New Drug
NDA = New Drug Application
PR = Priority Review
BTD = Breakthrough Therapy Designation
FTD = Fast Track Designation
ODD = Orphan Drug Designation
MAA = Marketing Authorization Application

We generated revenue of RMB91.3 million, RMB359.9 million, RMB338.5 million, and RMB586.3 million from sales of our marketed products, ZEGFROVY® and golidocitinib, in 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. Set forth below are the respective revenue contributions of each of these launched products in each year/period of the Track Record Period.

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
ZEGFROVY®	91,289	100.0	310,805	86.4	285,746	84.4	422,094	72.0
Golidocitinib	–	–	49,096	13.6	52,705	15.6	164,207	28.0
Total	**91,289**	**100.0**	**359,901**	**100.0**	**338,451**	**100.0**	**586,301**	**100.0**

ZEGFROVY® — A Globally Competitive, Commercialized EGFR TKI

Overview

ZEGFROVY® (舒沃哲®) is an innovative, highly selective EGFR TKI independently discovered and developed by us for the treatment of NSCLC. ZEGFROVY® was designed to address key limitations of existing EGFR TKIs, which showed only limited activity against structurally complex EGFR alterations, particularly EGFR exon 20 insertion mutations and EGFR P-loop α and C-helix compressing ("**PACC**") mutations. These mutations alter the conformation of the EGFR kinase domain, impair the binding of conventional inhibitors, and result in limited therapeutic options and suboptimal outcomes for affected patients. On top of that, these mutations are highly heterogenous. A successful drug has to be able to inhibit most, if not all, mutation subtypes to bring meaningful clinical benefits to the patient population.

To overcome these challenges, we designed ZEGFROVY® as a potent small-molecule inhibitor capable of broadly and durably inhibiting both classical EGFR driver mutations and hard-to-treat variants such as exon20ins and PACC mutations. It is designed to recognize and engage diverse, altered three-dimensional structures and steric features of mutant EGFR kinase domains, enabling sustained inhibitory activity while other TKIs cannot do. Through the combined optimization of molecular selectivity, inhibitory potency, and pharmacokinetic properties, ZEGFROVY® is being developed as a targeted therapy capable of delivering meaningful clinical benefits across a broad spectrum of EGFR-mutant NSCLC.

In its multinational registrational clinical study, WU-KONG1B, and China standalone multicenter registrational study, WU-KONG6, ZEGFROVY® demonstrated anti-tumor efficacy across multiple mutation subtypes, together with a favorable safety profile and a long half-life, supporting its potential as a best-in-class therapy. Results from WU-KONG1B were selected

for oral presentation at the 2025 World Conference on Lung Cancer ("**WCLC**") and at the 2024 American Society of Clinical Oncology ("**ASCO**") meeting and were published in the leading scientific *Journal of Clinical Oncology*. Results from WU-KONG6 were published in *Lancet Respiratory Medicine*.

ZEGFROVY® received marketing approvals from the NMPA in August 2023 and from the U.S. FDA in July 2025 for the treatment of adult patients with locally advanced or metastatic NSCLC harboring EGFR exon20ins mutations who have previously received platinum-containing chemotherapy. According to CIC, ZEGFROVY® is **the first** innovative, first-in-class drug discovered and developed in China with marketing approval in the United States. It is also **the first** drug that received Breakthrough Therapy Designations in both the United States and China for lung cancer. Furthermore, it was **the only** second- or later-line treatment for EGFR exon20ins NSCLC included in the NRDL, as of the Latest Practicable Date.

ZEGFROVY® has been well recognized by the global scientific and medical communities and included in major clinical practice guidelines. In China, it is a Category I recommendation in the CSCO guidelines for previously treated patients, and in the United States it is referenced in the NCCN guidelines as a treatment option following prior systemic therapy, making it **the only** small-molecule targeted therapy for EGFR exon20ins NSCLC included in an internationally recognized lung cancer treatment guideline as of the Latest Practicable Date.

We are expanding the development of ZEGFROVY® beyond second- or later-line therapy. In June 2025, we completed enrollment for WU-KONG28, a multinational registrational Phase 3 clinical trial evaluating ZEGFROVY® as a first-line treatment for EGFR exon20ins NSCLC across 16 countries and regions, including China, the United States and Europe. We expect a data readout for WU-KONG28 in the second quarter of 2026. The study will also serve as the post-approval confirmatory trial required under the China and U.S. accelerated approval framework.

In parallel, we are evaluating ZEGFROVY® as an adjuvant therapy in patients with EGFR exon20ins or PACC NSCLC in WU-KONG16, a registrational Phase 3 clinical trial in China. In addition, we are developing ZEGFROVY® as part of an all-oral, frontline combination therapy with DZD6008 for patients with classical EGFR mutations.

We generated revenue of RMB91.3 million, RMB310.8 million, RMB285.7 million, and RMB422.1 million from sales of ZEGFROVY® in 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. ZEGFROVY® was promptly included into the NRDL in China with coverage effective since January 2025, reflecting the level of clinical and regulatory recognition it has received.

Drug Design and Mechanism of Action

EGFR is a receptor tyrosine kinase that regulates one of the most fundamental signaling pathways governing cellular growth, differentiation, and survival. Under normal physiological conditions, EGFR activation is tightly controlled by extracellular ligands such as EGF, AREG,

and TGF-α. Ligand binding induces receptor dimerization and activation of the intracellular kinase domain, which in turn triggers downstream signaling cascades that regulate normal cellular functions and proliferations.

Genetic alterations in EGFR, commonly occurring in exons 18 to 21 that encode the tyrosine kinase domain, can disrupt this tightly regulated process. Certain EGFR mutations result in ligand-independent activation of the receptor, leading to continuous autophosphorylation and persistent downstream signaling. As a result, tumor cells harboring these mutations gain a growth advantage through enhanced proliferation, impaired apoptosis and sustained oncogenic signaling. Classical driver mutations, such as exon 19 deletions and exon 21 L858R point mutation, are generally sensitive to conventional EGFR TKIs.

However, approximately 12% to 15% of EGFR mutations are exon20ins mutations, and these represent a distinct clinical challenge because they generally do not respond well to conventional EGFR TKIs. Exon20ins mutations alter the spatial conformation of the EGFR kinase domain in a manner that limits the binding affinity of traditional TKIs, resulting in reduced efficacy and limited treatment options for patients. EGFR TKIs specifically designed to target exon20ins mutations, such as ZEGFROVY®, can engage the altered kinase pocket and effectively inhibit aberrant autophosphorylation, thereby suppressing downstream oncogenic signaling pathways.

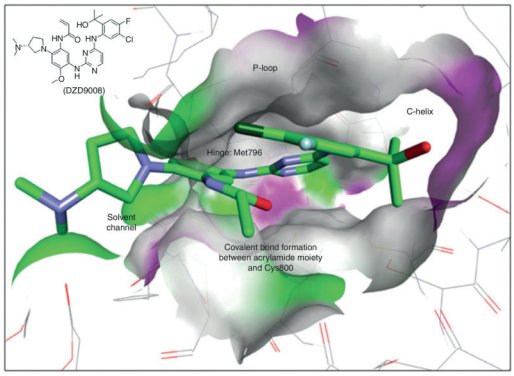
Approximately 12.5% of EGFR mutations are PACC mutations, which are characterized by compression of the phosphate-binding loop and the αC-helix. These structural alterations narrow the ATP-binding pocket and disrupt the binding of conventional EGFR TKIs, resulting in intrinsic resistance to available therapies and leaving patients without approved targeted treatment options. ZEGFROVY® is designed to accommodate this compressed and reshaped kinase pocket and to maintain inhibitory activity despite the altered conformation. By effectively inhibiting mutant EGFR autophosphorylation under these structural conditions, ZEGFROVY® suppresses downstream proliferative and survival signaling and promotes tumor cell death.

At the same time, wild-type EGFR plays an essential role in normal tissues, and excessive inhibition of non-mutated EGFR can lead to dose-limiting toxicities. Accordingly, a key challenge in EGFR-targeted drug development is achieving potent inhibition of mutant EGFR while minimizing activity against wild-type EGFR. ZEGFROVY® was designed with this objective in mind, aiming to provide selective suppression of oncogenic EGFR signaling while maintaining a favorable therapeutic window.

At the molecular level, ZEGFROVY® forms a bidentate interaction between its aminopyrimidine group and the Met796 residue in the hinge region of the EGFR kinase domain, stabilizing target engagement. In addition, its acrylamide group forms an irreversible covalent bond with Cys800 of the EGFR protein, thereby locking the compound in place and preventing kinase activation. The 2-hydroxypropan-2-yl group occupies a region adjacent to

the αC-helix, while the dimethylaminopyrrolidine group interacts with solvent-exposed residues, further enhancing binding affinity and inhibitory activity. Collectively, these interactions enable ZEGFROVY® to achieve potent and selective inhibition of mutant EGFR signaling.

Binding of ZEGFROVY® to the EGFR kinase pocket



Source: Mengzhao Wang et al. Cancer Discovery. 2022

Monotherapy for exon20ins NSCLC

ZEGFROVY® received marketing approvals from the NMPA in August 2023 and from the U.S. FDA in July 2025 for treating EGFR exon20ins mutations positive NSCLC patients who have failed front line platinum-containing chemo doublet treatment. It has been recommended in the CSCO (China clinical guideline) and NCCN (U.S. clinical guideline) for the treatment of previously treated EGFR exon20ins NSCLC.

We are expanding the clinical development of ZEGFROVY® towards first-line treatment. In June 2025, we completed enrollment for WU-KONG28, a multinational registrational Phase 3 clinical trial evaluating ZEGFROVY® vs. platinum containing chemo doublet in treatment naïve EGFR exon20ins NSCLC. It is being conducted across 16 countries and regions, including China, the United States and Europe. We expect to obtain primary data readout for WU-KONG28 in the second quarter of 2026.

Market Opportunities and Competitive Landscape

According to CIC, there are approximately 2.5 million new cases of lung cancer globally each year, with NSCLC being the most common type, accounting for about 85% of the new cases. Among NSCLC patients, EGFR driver mutations represent a major molecular subset, with an overall prevalence of approximately 30% globally and over 50% in China. Among EGFR-mutant NSCLC patients, approximately 12% to 15% of patients carry exon20ins mutations.

For NSCLC patients with EGFR exon20ins who have failed front line treatment, previous treatment options include first- to third-generation EGFR TKIs, chemotherapy, and immunotherapy. For these patients, platinum-containing chemotherapy as well as TKIs delivered only modest responses and short disease control, underscoring a large gap versus classic EGFR mutations where targeted therapy is highly effective. There remains a substantial unmet clinical need for more effective and reliable treatment options in the second- or later-line setting.

In the first-line setting, clinical guideline recommendations include platinum-containing chemo doublet, or amivantamab (an intravenously administered cMet/EGFR bispecific antibody) with platinum-containing doublet chemotherapy. Amivantamab with chemo doublet, a triple-drug intravenous regimen, showed an ORR of 67% and an mPFS of 11.4 months, representing an improvement over platinum-containing chemotherapy alone. However, the need for repeated intravenous infusions, chemotherapy-associated toxicities and cumulative treatment burden may limit long-term tolerability and adherence. Accordingly, there remains an unmet need for effective, convenient and chemotherapy-free targeted therapies for first-line treatment of EGFR exon20ins NSCLC.

The global EGFR exon20ins NSCLC market grew from US$0.7 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 9.0%, and is expected to increase to US$8.0 billion in 2035, representing a CAGR of 20.5% from 2024 to 2035.

As of the Latest Practicable Date, in addition to ZEGFROVY®, there was one targeted therapy approved for EGFR exon20ins NSCLC globally, namely Rybrevant® (amivantamab-vmjw) developed by Johnson & Johnson.

For details, see "Industry Overview — The Oncology Therapeutics Market — The EGFR Exon20ins NSCLC Market."

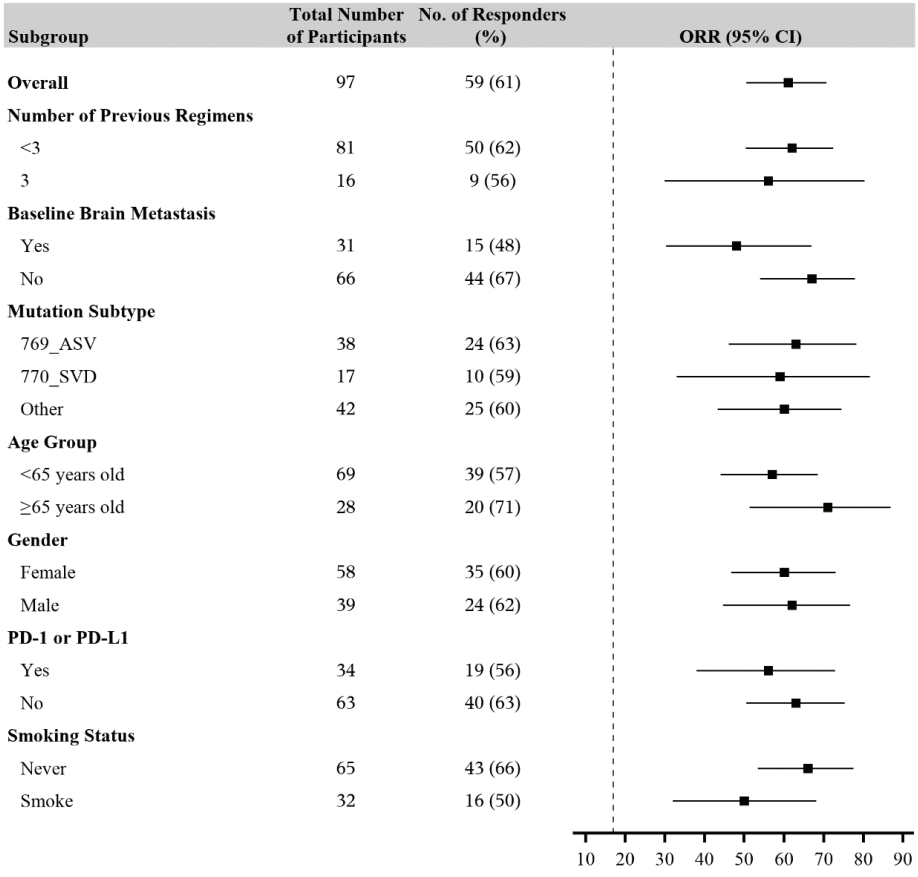
Competitive Advantages

Superior clinical efficacy in the second- or later-line setting

High tumor response rate. In the registrational Phase 2 WU-KONG6 trial conducted in China, ZEGFROVY® achieved a confirmed ORR of 61% in patients with locally advanced or metastatic EGFR exon20ins NSCLC. Rybrevant® (amivantamab-vmjw), an intravenously administered bispecific antibody developed by Johnson & Johnson and a commonly used therapy in this setting, reported an ORR of 40% in its registrational study in a similar patient population. No head-to-head comparisons were conducted between ZEGFROVY® and Rybrevant®.

In addition, ZEGFROVY®'s efficacy is consistent across treatment line, mutation subtype, age, sex, previous immunotherapy and smoking status subgroups, as illustrated in the figure below.

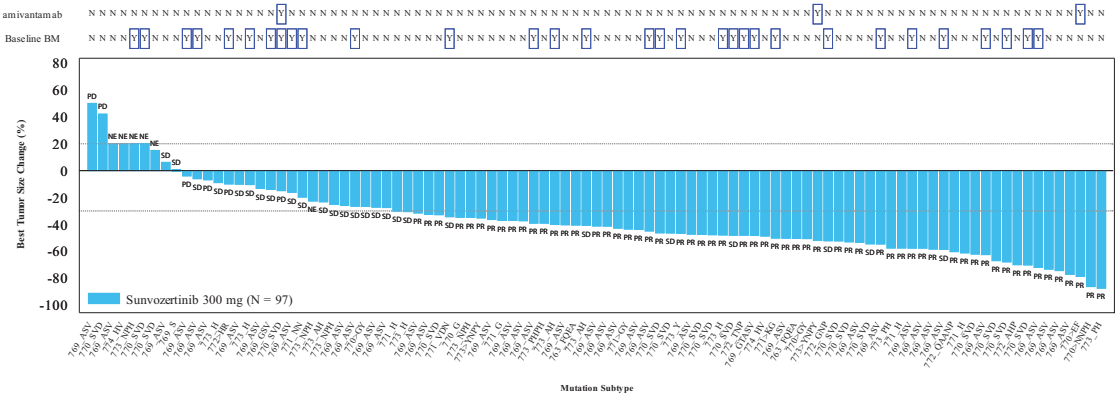
Subgroup analysis of ORR in WU-KONG6



Source: Published data of WU-KONG6 on Lancet Respiratory Medicine 2024

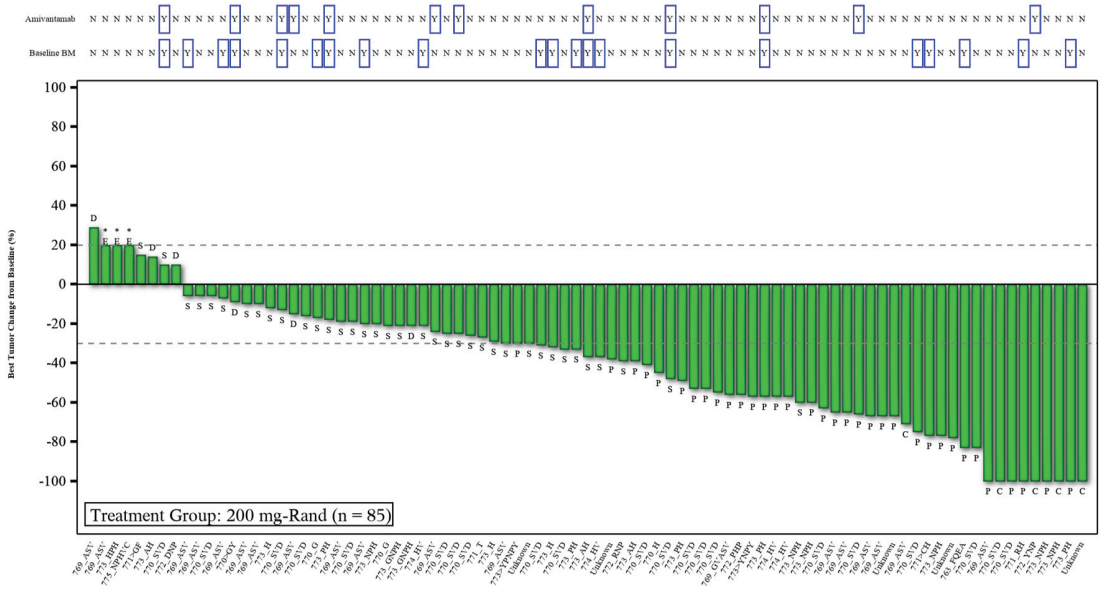
Consistent activity across exon20ins subtypes. As illustrated in the below waterfall plots, ZEGFROVY® demonstrated consistent anti-tumor activity across multiple exon20ins subtypes in the China registrational Phase 2 trial WU-KONG6 and the global registrational Phase 2 clinical trial WU-KONG1B.

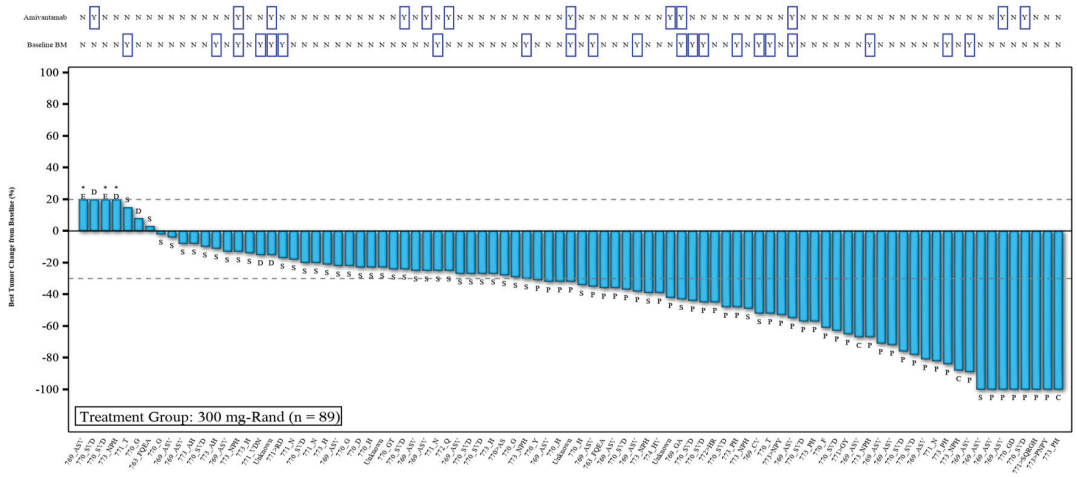
Waterfall plot of best tumor size change of target lesions across mutation subtypes of WU-KONG6



Source: Published data of WU-KONG6 on Lancet Respiratory Medicine 2024

Waterfall plot of best tumor size change of target lesions across mutation subtypes of WU-KONG1B





Source: Published data of WU-KONG1B on World Conference on Lung Cancer 2025

Given the substantial heterogeneity of exon20ins mutations and the variability in drug sensitivity across insertion sites, the breadth and consistency of activity observed with ZEGFROVY® supports its potential applicability across a wider range of patient subgroups.

Potential for sequential therapy. In a subset analysis, ZEGFROVY® achieved a 67% ORR in patients who had previously progressed on Rybrevant® (amivantamab). These findings indicate that ZEGFROVY® may retain clinical activity following treatment with another exon20ins-targeted agent, supporting its potential role in treatment sequencing and highlighting its differentiated mechanism of action.

Clinically meaningful activity in CNS metastases. A *post hoc* analysis of intracranial response in WU-KONG1B study showed a confirmed intracranial ORR of 40% in patients with measurable brain lesions. This signal is clinically meaningful, as CNS metastases are a common and difficult-to-treat complication in advanced NSCLC and frequently drive morbidity and disease progression. These results suggest that ZEGFROVY® may have the potential to provide both systemic and intracranial disease control.

Encouraging signs of efficacy in the first-line setting

Pooled analysis from WU-KONG1 and WU-KONG15 studies showed promising anti-tumor activity of ZEGFROVY® in first-line setting of advanced EGFR exon20ins NSCLC, with a confirmed ORR of 78.6% and an mPFS of 12.4 months. These findings, which were reported in the 2023 European Society for Medical Oncology ("**ESMO**") Annual Meeting, support the potential for ZEGFROVY® to deliver meaningful clinical benefits as a first-line monotherapy while preserving the convenience and tolerability advantages as an oral targeted therapy.

A chemotherapy-free first-line option avoiding the complexity and toxicity of combination chemotherapy

In contrast to combination chemotherapy and antibody-based regimens, ZEGFROVY® offers a once-daily oral monotherapy option for first-line treatment. This approach may reduce treatment burden, avoid toxicities associated with cytotoxic chemotherapy, and improve patient convenience and adherence. A chemotherapy-free regimen is particularly attractive for older and frail patients who are less tolerable to treatment associated toxicities.

Convenient once-daily oral administration

ZEGFROVY® exhibits a relatively long half-life of approximately 50 hours in humans and a flat pharmacokinetic profile characterized by modest peak-to-trough variability. These properties support once-daily oral dosing and provide practical advantages over intravenous therapies such as antibody-based regimens. Oral administration eliminates the need for infusion center visits, reduces treatment burden for patients and caregivers, and may improve adherence and quality of life in real-world settings.

High selectivity for mutant EGFR with a favorable safety profile

Preclinical data demonstrate that ZEGFROVY® strongly inhibits exon20ins EGFR while showing substantially weaker inhibition of wild-type EGFR. ZEGFROVY® exhibits a 3- to 50-fold selectivity for mutant EGFR over wild-type EGFR, outperforming the selectivity reported for another small-molecule EGFR inhibitor, mobocertinib ("**TAK-788**"). This high selectivity prolife supports a wider therapeutic window in clinical settings and reduces the likelihood of toxicities commonly associated with wild-type EGFR inhibition.

Clinically, ZEGFROVY® has demonstrated a manageable safety and tolerability profile. Adverse events were generally manageable with standard supportive care or dose modification, allowing most patients to remain on treatment. Given oncologists' familiarity with EGFR TKI-associated toxicities, the safety profile supports the integration of ZEGFROVY® into routine clinical practice.

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of the completed and ongoing registrational clinical trials of ZEGFROVY® as a monotherapy treatment for exon20ins NSCLC.

Study Name	Indication	Line of Treatment	Trial Phase	Trial Status	Primary Regions	Start Date	Completion Date/ Planned Data Readout Date
WU-KONG1 . . .	Advanced EGFR exon20ins NSCLC	2L/2L+	Registrational Phase 1/2	Completed	China, North America, Europe and South America	November 2021	October 2024
WU-KONG6 . . .	Advanced EGFR exon20ins NSCLC	2L/2L+	Registrational Phase 2	Completed	China	July 2021	April 2023
WU-KONG28 . .	Advanced EGFR exon20ins NSCLC	1L	Registrational Phase 3	Ongoing	China, North America, Europe and South America	December 2022	Primary readout in 2Q 2026

WU-KONG1

This is a global registrational Phase 1/2, open-label, multicenter study to assess the safety, tolerability, pharmacokinetics and anti-tumor efficacy of ZEGFROVY® in patients with advanced NSCLC with EGFR or HER2 mutations. Results from this clinical trial supported the accelerated approval of ZEGFROVY® in the United States.

Trial design. The study included Part A and Part B. **Part A** was a Phase 1 study that, included dose escalation, food effect and dose expansion. **Part B** (WU-KONG1B) was a Phase 2, registrational study. WU-KONG1B included two cohorts: 200 mg (cohort 1) and 300 mg (cohort 2). Eligible patients were randomized to receive ZEGFROVY® treatment at 200 mg or 300 mg once daily, until objective disease progression, intolerable toxicities, patient withdrew, or other discontinuation criteria met.

Trial objectives. The primary objective of WU-KONG1B was to evaluate anti-tumor efficacy of ZEGFROVY® using independent review committee ("**IRC**") assessed confirmed overall response rates ("**cORRs**") as the primary endpoint in previously treated patients with locally advanced or metastatic NSCLC harboring EGFR exon20ins. The secondary objectives were to assess anti-tumor efficacy using other efficacy endpoints (IRC assessed duration of response ("**DoR**") as key secondary endpoint), safety and tolerability, as well as PK.

Trial status. We initiated this registrational Phase 1/2 trial in November 2021 and completed this trial in October 2024.

Efficacy results. A total of 202 patients with advanced EGFR exon20ins NSCLC were enrolled. Of these, 91 patients were initially assigned to the 200 mg cohort, and 93 patients to the 300 mg cohort. After determining the optimal recommended phase 2 dose ("**RP2D**") of 300 mg, 18 additional patients were enrolled into the 300 mg cohort, resulting in 111 patients in the 300 mg group.

The efficacy analysis included 85 patients from the 200 mg randomization cohort (200 mg-rand), 89 from the 300 mg randomization cohort (300 mg-rand), and 107 from the 300 mg overall cohort (300 mg-all), who met predefined criteria. According to the IRC, most patients showed tumor size reduction in their target lesions. The cORRs were 45.9%, 47.2%, and 45.8% in the 200 mg-rand, 300 mg-rand, and 300 mg-all cohorts, respectively. The null hypothesis was rejected with statistical significance (p<0.0001). The following table sets forth the tumor responses of patients in each cohort in this trial.

Tumor response assessed by the IRC

Tumor Response	200 mg-Rand (N = 85)	300 mg-Rand (N = 89)	300 mg-All (N = 107)
Objective Response Rate, n (%)	39 (45.9)	42 (47.2)	49 (45.8)
97.5% CI[a]	(33.6-58.5)	(35.1-59.5)	(34.8-57.0)
p-value[b]	<0.0001	<0.0001	<0.0001
Disease Control Rate, n (%)	76 (89.4)	82 (92.1)	95 (88.8)
97.5% CI[a]	(79.6-95.6)	(83.3-97.2)	(80.1-94.6)
Best Overall Response, n (%)			
Complete Response	5 (5.9)	3 (3.4)	3 (2.8)
Partial Response	34 (40.0)	39 (43.8)	46 (43.0)
Stable Disease	37 (43.5)	40 (44.9)	46 (43.0)
Progressive Disease	6 (7.1)	5 (5.6)	8 (7.5)
Not Evaluable	3 (3.5)	2 (2.2)	4 (3.7)

Note: Tumor assessment followed RECIST 1.1.

Abbreviations: IRC, independent review committee; ORR, objective response rate.

a Based on the Clopper-Pearson exact CI method for a single binomial proportion.

b The one-sided P value against a null hypothesis of ORR ≤17% was calculated based on Simon's two-stage method for the 300 mg-all group, and the binomial exact test was used for other treatment groups.

Source: Published data of WU-KONG1B on Journal of Clinical Oncology 2025

At both doses, tumor response was observed regardless of various factors, although the 200 mg group showed more variability in the cORRs. Non-Asia patients with baseline brain metastasis, and those previously treated with amivantamab showed higher cORRs at 300 mg compared to 200 mg.

A *post hoc* evaluation of intracranial response showed 40% cORRs in patients with measurable intracranial lesions. The estimated median DoR was 11.1, 13.8, and 9.8 months in the 200 mg-rand, 300 mg-rand, and 300 mg-all cohorts, respectively.

Safety results. Relative dose intensities were 99.3% for the 200 mg dose and 84.4% for the 300 mg dose. TRAEs of Grade 3 or above were reported in 40.7% and 58.6% of patients in the 200 mg and 300 mg groups, respectively. Serious adverse events ("**SAEs**") were reported in 17.6% and 23.4% of patients in these groups.

At the 200 mg and 300 mg doses, TRAEs leading to dose interruption, reduction, and discontinuation were reported in 35.2% vs. 49.5%, 23.1% vs. 38.7%, and 4.4% vs. 7.2% of patients, respectively. No fatal TRAEs were reported.

The most common treatment-related SAEs (≥2%) included diarrhea (0% vs. 8.1%), pneumonia (2.2% vs. 1.8%), anemia (2.2% vs. 0.9%), and rash (2.2% vs. 0.9%). Dose discontinuation due to TRAEs occurred in a few patients, with one patient from the 200 mg group discontinuing treatment due to diarrhea.

ZEGFROVY® showed a tolerable and acceptable safety profile at 300 mg once daily. The most common TEAEs were diarrhea (87.4%), increased blood CPK (53.2%), anemia (47.7%), rash (47.7%), and vomiting (44.1%). Most of these TEAEs were grade 1 or 2 in severity and manageable with dose adjustments and supportive care. Hepatic safety concerns were minimal, and no cases of Hy's law were identified. Renal toxicity risk was low, and the incidence of interstitial lung disease ("**ILD**") and pneumonitis was 1.8% and 2.7%, respectively, similar to other EGFR inhibitors. No fatal case of ILD was reported.

WU-KONG6

This is a registrational Phase 2, single-arm, multicenter study to evaluate the anti-tumor efficacy, safety, tolerability and pharmacokinetics of ZEGFROVY® in patients with locally advanced or metastatic NSCLC harboring EGFR exon20ins mutations in China. Results from this clinical trial supported the marketing approval of ZEGFROVY® in China.

Trial design. In this registrational Phase 2 trial, eligible patients were enrolled and received ZEGFROVY® at 300 mg once daily, until objective progressive disease, intolerant or other discontinuation criteria met.

Trial objectives. The primary objective of WU-KONG6 was to evaluate the anti-tumor efficacy of ZEGFROVY® using ORR assessed by independent review committee ("**IRC**") according to RECIST 1.1 as the primary endpoint.

The secondary objectives were to assess anti-tumor efficacy using other variables (investigator assessed ORR, investigator and IRC assessed DoR, PFS, and OS), to assess the safety, tolerability and PK of ZEGFROVY®.

Trial status. We initiated this registrational Phase 2 trial in July 2021 and completed this trial in April 2023.

Efficacy results. Between July 19, 2021, and May 6, 2022, 104 patients were enrolled in the study. As of the data cutoff on October 17, 2022, the last enrolled patient had been followed up for approximately 6 months.

As set forth in the table below, among 97 patients who were evaluated for efficacy, 59 (61%) achieved a tumor response, resulting in a cORR of 61%.

Tumor response in WU-KONG6

	Number of participants (n=97)
Best tumor response, n (%)	
Complete response	0 (0%)
Partial response	59 (61%)
Stable disease	26 (27%)
Progressive disease	6 (6%)
Not evaluable	6 (6%)
Confirmed ORR (%), (95% CI)	61% (50-71)
p value	< 0.0001
Disease control rate (%), (95% CI)	88% (79-93)

Note: Tumour response is shown, as assessed according to RECIST 1.1 by the independent review committee. ORR=objective response rate. CI: confidence interval; IRC: independent review committee; ORR: objective response rate.

Source: Published data of WU-KONG6 on Lancet Respiratory Medicine 2024

Tumor responses were observed regardless of factors such as age, sex, smoking history, EGFR exon20ins subtypes, baseline brain metastasis, previous treatments, or history of onco-immunotherapy. In subset analysis, ZEGFROVY® showed a 67% ORR in patients who had previously progressed on amivantamab.

Safety results. ZEGFROVY® was well tolerated at 300 mg once daily. The most common Grade 3 or above TRAEs included increased blood creatine phosphokinase (17%), diarrhea (8%), and anemia (6%). The most common serious TRAEs included interstitial lung disease (5%), anemia (3%), vomiting (2%), nausea (2%), and pneumonia (2%).

WU-KONG28

This is a global registrational Phase 3, open-label, randomized, multicenter study of ZEGFROVY® versus doublet platinum-containing chemotherapy as first-line treatment for patients with locally advanced or metastatic NSCLC harboring EGFR exon20ins mutations. The study will also serve as the post-approval confirmatory trial required under the accelerated approval framework.

Trial design. In this Phase 3 trial, eligible patients were randomized to receive ZEGFROVY® (300 mg once daily) or doublet platinum-containing chemotherapy in a 1:1 manner, stratified by baseline brain metastasis. Participants randomized into ZEGFROVY® treatment arm continued on ZEGFROVY® treatment until treatment discontinuation criteria met. Participants may continue to receive the above treatment beyond RECIST 1.1 defined progression as long as they continue to show clinical benefit, as judged by the investigator and agreed by sponsor physician.

Participants randomized into chemotherapy arm can receive up to 6 cycles of intravenous infusion of chemotherapy as the initial treatment. Participants whose disease has not progressed after 4 cycles of first-line doublet platinum-containing chemotherapy may receive pemetrexed maintenance monotherapy until treatment discontinuation criteria met and continue on the treatment beyond disease progression as long as they show clinical benefit, as judged by investigator and agreed by sponsor physician.

Trial objectives. The primary objective of WU-KONG28 is to assess the anti-tumor efficacy of ZEGFROVY® versus doublet platinum-containing chemotherapy in patients with newly diagnosed or treatment naïve NSCLC carrying EGFR exon20ins using PFS as assessed by blinded independent central review ("**BICR**") per RECIST 1.1 as the primary endpoint.

The secondary objective included: (i) to assess anti-tumor efficacy using other parameters, include OS (key secondary endpoint), PFS by investigator assessment, ORR, DoR, and DCR, (ii) to characterize the safety and tolerability of ZEGFROVY® versus chemotherapy, and (iii) to assess the PK profile of ZEGFROVY® and metabolite(s) in patients receiving ZEGFROVY®.

Trial status. We initiated this registrational Phase 3 trial in December 2022. We completed enrollment for this trial in June 2025. We expect to obtain primary readout for this trial in the second quarter of 2026.

Monotherapy for PACC NSCLC

In addition to EGFR exon20ins mutation, we are expanding the development of ZEGFROVY® to NSCLC harboring EGFR PACC mutations. These mutations represent a structurally distinct class of EGFR alterations and are frequently associated with intrinsic resistance to currently available EGFR TKIs.

Market Opportunities and Competitive Landscape

Approximately 12.5% of EGFR mutations are PACC mutations. These mutations span exons 18 to 21 and disrupt the relative orientation of the P-loop and αC-helix, resulting in compression of the ATP-binding pocket. This altered conformation substantially impairs the binding of conventional EGFR TKIs and limits their inhibitory activity, leaving patients with EGFR PACC NSCLC with limited therapeutic options.

As of the Latest Practicable Date, there were no approved targeted therapies specifically indicated for the treatment of EGFR PACC NSCLC. As a result, therapies available for patients with these mutations, including many marketed EGFR TKIs, are typically associated with modest efficacy and limited durability of response.

The global EGFR PACC NSCLC market grew from US$0.9 billion in 2020 to US$1.0 billion in 2024 at a CAGR of 4.1%, and is expected to increase to US$5.6 billion in 2035, representing a CAGR of 16.5% from 2024 to 2035.

As of the Latest Practicable Date, in addition to ZEGFROVY®, there were three drug candidates under clinical development for EGFR PACC NSCLC globally.

For details, see "Industry Overview — The Oncology Therapeutics Market — The EGFR PACC NSCLC Market."

Competitive Advantages

Encouraging early clinical efficacy in EGFR PACC NSCLC

In WU-KONG35, ZEGFROVY® at a dose of 300 mg once daily demonstrated a compelling confirmed ORR of 71.4% in patients with EGFR PACC NSCLC. The reported confirmed ORR of firmonertinib in its Phase 1b clinical trial for EGFR PACC NSCLC administered at 240 mg, a dose three times its approved dose for NSCLC with sensitized mutation, was 68.2%. Although no head-to-head comparisons were conducted, these findings highlight the potential of ZEGFROVY® to deliver clinically meaningful efficacy in this difficult-to-treat patient population.

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of the ongoing and planned clinical trials of ZEGFROVY® as monotherapy for EGFR PACC NSCLC.

Study Name	Indication	Line of Treatment	Trial Phase	Trial Status	Region	Start Date	(Planned) Data Readout Date
WU-KONG15 . .	Advanced EGFR PACC NSCLC	1L	IIT[1]	Ongoing	China	November 2021	Primary readout in 2Q 2026
WU-KONG35 . .	Advanced EGFR PACC NSCLC	1L	IIT[1]	Ongoing	China	March 2025	Primary readout in 2Q 2026
WU-KONG8 . . .	Advanced EGFR PACC NSCLC	1L	Registrational Phase 3	Planned	China	1H 2027	Primary readout in 2H 2028

Note:

1. *The data of WU-KONG15 and WU-KONG35 investigator-initiated trials ("IITs") will be used to support the IND application for WU-KONG8, the registrational Phase 3 clinical trial for advanced EGFR PACC NSCLC.*

WU-KONG15 and WU-KONG35

Trial design. WU-KONG15 is an investigator-initiated trial of ZEGFROVY® in patients with locally advanced or metastatic NSCLC harboring EGFR mutations, including PACC mutations, initiated by a leading public hospital in Beijing. A total of 8 cohorts are planned in WU-KONG15 study, and among them, cohort 8 intends to enroll 20-30 treatment naïve patients with advanced NSCLC carrying EGFR PACC mutations. Patients will receive ZEGFROVY® 200 mg once daily, until disease progression, intolerable AE, or other discontinuation criteria met.

WU-KONG35 is an investigator-initiated trial of ZEGFROVY® in treatment-naïve patients with advanced NSCLC harboring uncommon EGFR mutations, including PACC mutations, initiated by a leading public hospital in Shanghai. A total of 34 patients are planned to be enrolled, and will receive ZEGFROVY® treatment at the doses of 200 mg (N=14) or 300 mg (N=20) until disease progression, unacceptable toxicity, withdrawal of informed consent, initiation of other anti-tumor treatments, death, or other discontinuation of treatment as deemed by the investigator, whichever occurred first.

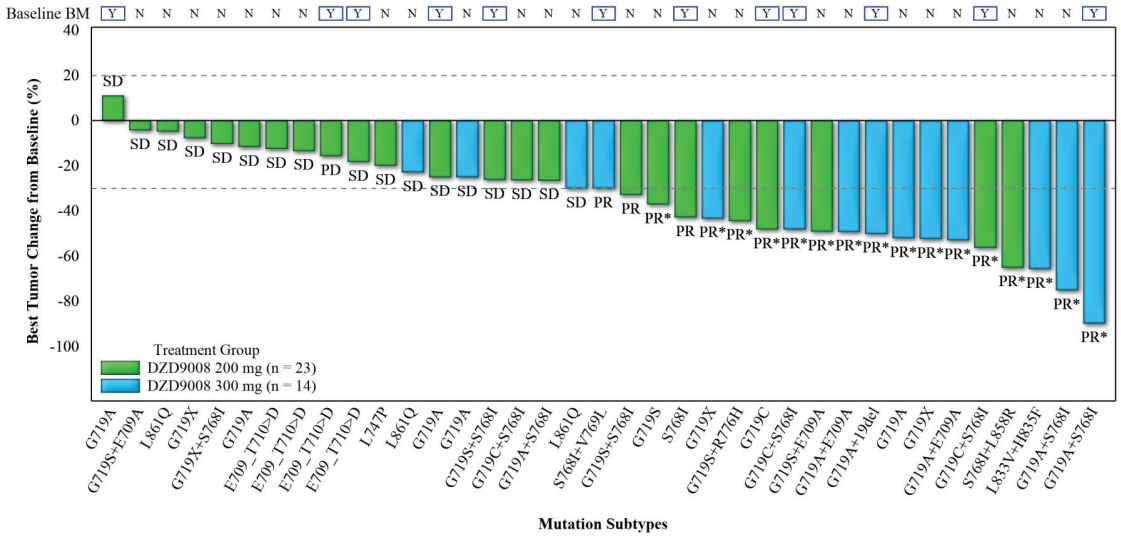
Trial objectives. The primary objective of WU-KONG15 and WU-KONG35 is to assess anti-tumor efficacy of ZEGFROVY® using PFS (WU-KONG15) and ORR (WU-KONG35) assessed by investigator as the primary endpoint. The secondary objectives were to assess anti-tumor efficacy of ZEGFROVY® (using DoR, DCR, and OS as endpoints), safety and tolerability of ZEGFROVY®, using AE and SAE as the endpoints.

Trial status and plan. WU-KONG15 was initiated in November 2021 and WU-KONG35 was initiated in March 2025. We obtained initial data readout for both trials in December 2025 and reported the results at the J.P. Morgan Healthcare Conference 2026. We expect to obtain further trial data with more patients and longer follow-up time in the second quarter of 2026. The data of WU-KONG15 and WU-KONG35 trials will be used to support the IND application for WU-KONG8, a planned registrational Phase 3 clinical trial for advanced EGFR PACC NSCLC.

Efficacy data as of December 2025. As of December 2025, ZEGFROVY® at a dose of 300 mg once daily demonstrated a confirmed ORR of 71.4% in patients with EGFR PACC NSCLC. The waterfall comparison indicates that the 300 mg cohort achieved better overall response and deeper tumor shrinkage than the 200 mg cohort. Anti-tumor activity was observed across EGFR PACC/uncommon mutation subtypes, including single and complex mutations, and notable tumor responses were also observed in patients with baseline non-radiated brain metastasis.

The waterfall plot below shows each patient with best percentage change from baseline in tumor target lesion size, comparing the 200 mg and 300 mg dose groups (200 mg n=23; 300 mg n=14).

Waterfall Plot of Best Change in Tumor Size of Target Lesions (200 mg vs. 300 mg)



Note: PR: Partial Response; SD: Stable Disease (Non-CR/Non-PD); PD: Progressive Disease; BM: Brain Metastasis; n: Number of participants in the analysis set with best change in tumor size.

*Unconfirmed best overall response was displayed in the plot, * was a confirmed response.*

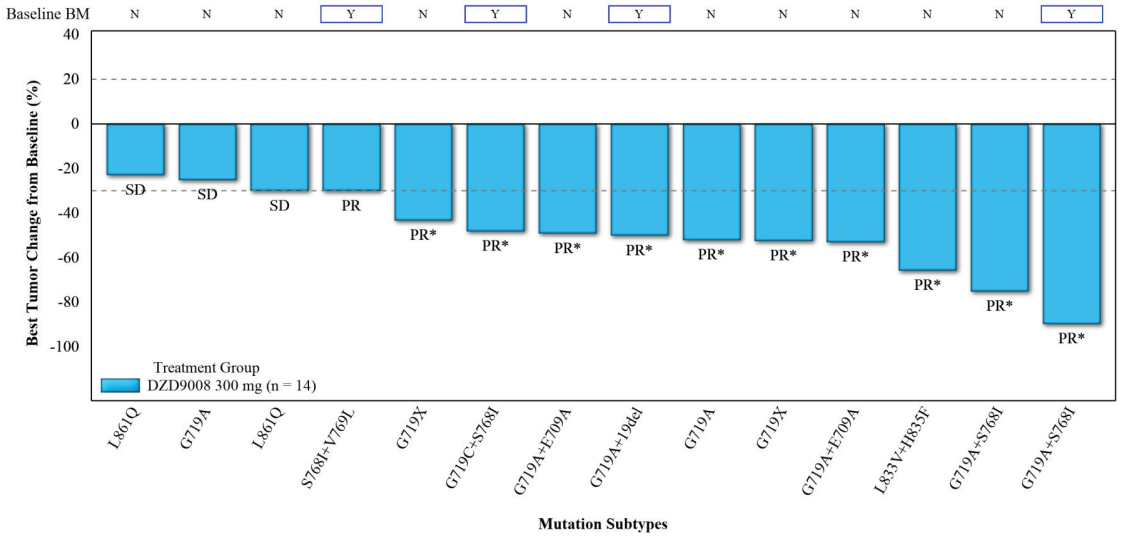
*Best change from baseline (%) in tumor size is defined as {(smallest sum of diameters of the target lesions among all assessed points post baseline - sum of diameter at baseline) / sum of diameter at baseline} *100.*

Positive values indicate tumor growth; on the contrary, negative values indicate tumor reduction. Dashed line represents the threshold for progressive disease (20%) and partial response (-30%).

Source: Presentation at J.P. Morgan Healthcare Conference 2026

The combined waterfall and swimmer plot below presents the 300 mg cohort by showing each patient with best percentage change from baseline in tumor target lesion size and the corresponding treatment duration and response status over time.

Waterfall and Swimmer Plot of Tumor Response and Treatment Duration (300 mg Cohort)

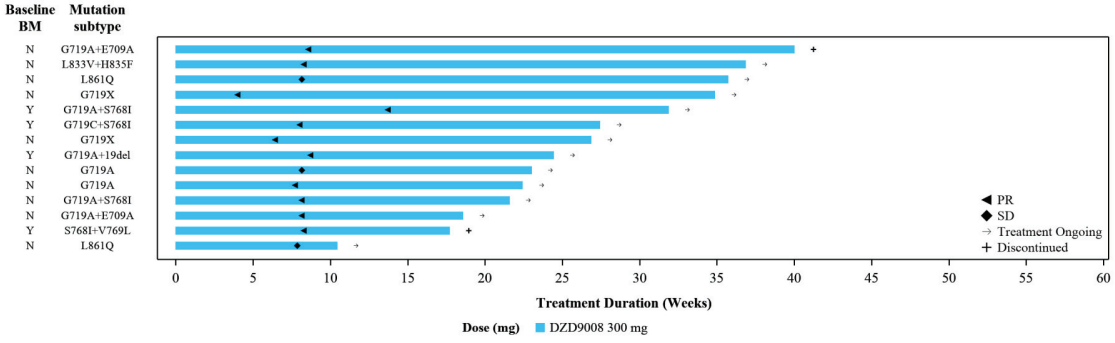


Note: PR: Partial Response; SD: Stable Disease (Non-CR/Non-PD); PD: Progressive Disease; BM: Brain Metastasis; n: Number of participants in the analysis set with best change in tumor size.

*Unconfirmed best overall response was displayed in the plot, * was a confirmed response.*

*Best change from baseline (%) in tumor size is defined as [(smallest sum of diameters of the target lesions among all assessed points post baseline - sum of diameter at baseline) / sum of diameter at baseline] *100.*

Positive values indicate tumor growth; on the contrary, negative values indicate tumor reduction. Dashed line represents the threshold for progressive disease (20%) and partial response (-30%).



Note: PR: Partial Response; SD: Stable Disease (Non-CR/Non-PD); BM: Brain Metastasis.

Unconfirmed best overall response was displayed in the plot.

Source: Presentation at J.P. Morgan Healthcare Conference 2026

WU-KONG8

WU-KONG8 is planned as a registrational Phase 3, randomized, open-label, multicenter trial of ZEGFROVY® versus doublet platinum-containing chemotherapy as first-line treatment for patients with locally advanced or metastatic NSCLC harboring EGFR PACC or L861Q mutations in China.

Trial plan. We plan to initiate this trial in the first half of 2027 following the IND approval.

Adjuvant Therapy for EGFR Exon20ins and PACC NSCLC

Adjuvant therapies are administered following curative-intent treatment, such as surgery, with the objective of eliminating residual microscopic disease and reducing the risk of recurrence. The development of ZEGFROVY® across EGFR exon20ins and PACC NSCLC is supported by the central role of EGFR signaling in both disease initiation and treatment resistance. ZEGFROVY®'s oral administration, targeted mechanism of action, and activity across structurally diverse EGFR alterations support its evaluation across multiple stages of disease and consistent with the evolving paradigm of extending targeted EGFR inhibition earlier and more broadly to improve durable clinical outcomes.

The following table sets forth an overview of the ongoing and planned clinical trials of ZEGFROVY® as an adjuvant therapy for exon20ins and PACC NSCLC.

Study Name	Indication	Trial Phase	Trial Status	Primary Regions	(Planned) Start Date	(Planned) Data Readout Date
WU-KONG16 . .	Stage Ib to IIIA EGFR exon20ins and PACC NSCLC	Registrational Phase 3	Ongoing	China	December 2025	Primary readout for EGFR exon20ins NSCLC in 2029; for EGFR PACC NSCLC in 2030
WU-KONG18 . .	Stage Ib to IIIA EGFR exon20ins and PACC NSCLC	Registrational Phase 3	Planned	North America, Europe and China	Q2 2026	Primary readout for EGFR exon20ins NSCLC in 2030; for EGFR PACC NSCLC in 2031

WU-KONG16

This is a registrational Phase 3, double-blind, randomized, placebo-controlled, multicenter clinical study with investigator-assessed disease-free survival as the primary endpoint to evaluate anti-tumor efficacy and safety of ZEGFROVY® versus placebo as adjuvant therapy in patients with stage IB to stage IIIA NSCLC harboring EGFR exon20ins or EGFR PACC mutations after surgery, with or without adjuvant doublet platinum-containing chemotherapy in China.

Trial design. This study plans to enroll approximately 360 participants, including 180 harboring EGFR exon20ins (cohort 1) and 180 harboring EGFR PACC mutations (cohort 2). Within each cohort, participants will be stratified by postoperative pathological tumor stage (IB, II or IIIA) and randomized in a 1:1 ratio to receive ZEGFROVY® (200 mg once daily) or placebo (once daily). The participants will receive oral administration of ZEGFROVY® or placebo following randomization, in 21-day cycles, until meeting any treatment discontinuation criteria (objective disease recurrence, intolerable AE, completion of 3-year (156-week) treatment period, study termination, death, treatment or study withdrawal by participants, whichever occurs first).

Trial objectives. The primary objective of WU-KONG16 is to assess anti-tumor efficacy of ZEGFROVY® versus placebo using DFS assessed by investigator as the primary endpoint. The secondary objectives included: (i) to assess the anti-tumor efficacy using other variables, including DFS rate at 2, 3, 5 years, OS and OS rate at 2, 3, 5 years, (ii) to assess safety and tolerability, and (iii) to assess the PK of ZEGFROVY® and its metabolite(s).

Trial status. We initiated this registrational Phase 3 trial in December 2025 and expect to obtain primary readout for EGFR exon20ins NSCLC patients in 2029 and for EGFR PACC NSCLC in 2030.

WU-KONG18

WU-KONG18 is planned as a global registrational Phase 3, double-blind, randomized, placebo-controlled, multicenter study to assess the efficacy and safety of ZEGFROVY® versus placebo as adjuvant therapy in patients with stage IB-IIIA NSCLC harboring EGFR exon20ins mutations who have had radical surgery, regardless of adjuvant chemotherapy.

Trial design. This trial plans to enroll approximately 250 participants with stage IB (high-risk) to stage IIIa NSCLC and harboring EGFR exon20ins mutations. Eligible participants will be enrolled and stratified by postoperative pathological tumor stage (IB/II/IIIA), receipt of adjuvant chemotherapy and randomized in a 1:1 ratio to receive ZEGFROVY® (200 mg once daily) or placebo (once daily). The participants will receive oral administration of ZEGFROVY® or placebo following randomization, in 21-day cycles, until meeting any treatment discontinuation criteria (including objective disease recurrence, intolerable AE, completion of 3-year treatment period, study termination, death, treatment or study withdrawal by participants, whichever occurs first).

Trial objectives. The primary objective of WU-KONG18 is to assess anti-tumor efficacy of ZEGFROVY® versus placebo using DFS assessed by investigator as the primary endpoint. The secondary objectives included: (i) to assess the anti-tumor efficacy using other variables, including DFS rate at 2, 3, 5 years, OS and OS rate at 2, 3, 5 years, (ii) to assess safety and tolerability, and (iii) to assess the PK of ZEGFROVY® and its metabolite(s).

Trial plan. We obtained the approval from the U.S. FDA for this trial in July 2025. We plan to initiate this trial in the second quarter of 2026 and expect to obtain primary readout for EGFR exon20ins NSCLC in 2030 and for EGFR PACC NSCLC in 2031.

Combination Therapy with DZD6008 for NSCLC with Classical EGFR mutations

In addition to monotherapy, we are advancing ZEGFROVY® as part of an all oral, frontline combination regimen with DZD6008 for the treatment of NSCLC with classical EGFR mutations. DZD6008 is a novel, highly selective, fourth-generation EGFR TKI. For additional information, see "— Our Product Portfolio — DZD6008, a novel, highly selective, fourth-generation EGFR TKI."

This combination is designed to be mutually reinforcing and to mitigate the emergence of resistance of ZEGFROVY® and DZD6008. Together, the regimen is designed to create a high barrier to resistance by targeting complementary escape pathways, with the aim of delivering more durable clinical benefit and potentially establishing a differentiated standard of care in the first-line setting. This all-oral combination is currently in active clinical development and reflects our strategic focus on addressing resistance as means to meaningfully extend treatment durability.

The following table sets forth an overview of the ongoing and planned clinical trials of ZEGFROVY® in combination with DZD6008 for the treatment of NSCLC with classical EGFR mutations.

Study Name	Indication	Line of Treatment	Trial Phase	Trial Status	Region	(Planned) Start Date	(Planned) Data Readout Date/ NDA Submission Date
TIAN-SHAN8 . .	Advanced EGFR-mutant NSCLC	2L/2L+	Phase 1/2	Ongoing	China	July 2025	Primary readout in 3Q 2026
TIAN-SHAN16 .	EGFR-mutant NSCLC	1L	Registrational Phase 3	Planned	China	1H 2027	NDA submission in 2029

TIAN-SHAN8

This is a Phase 1/2, open-label, multicenter study to assess the safety, tolerability, pharmacokinetics, and anti-tumor efficacy of ZEGFROVY® in combination with DZD6008 in locally advanced or metastatic NSCLC patients with classical EGFR mutations in China.

Trial design. This study includes Part A (dose escalation) and Part B (dose expansion).

In Part A, locally advanced or metastatic NSCLC patients with classical EGFR mutations following at least one line of prior EGFR TKI regimen will be enrolled, to receive DZD6008 in combination with ZEGFROVY® treatment. Two combination dose cohorts are planned. The starting dose of DZD6008 and ZEGFROVY® are 40 mg and 100 mg once daily, respectively. Bayesian optimal interval ("**BOIN**") design will be utilized to inform the dose escalation/de-escalation. Following completion of the dose-limiting toxicity ("**DLT**") assessment period for each dose cohort, data will be reviewed by a safety review committee ("**SRC**") to determine the subsequent dose escalation scheme.

Part B will be initiated upon emerging data from Part A. Eligible patients with locally advanced or metastatic NSCLC with classical EGFR mutations will be enrolled to receive DZD6008 in combination with ZEGFROVY® treatment at selected combination dose(s).

Trial status. We initiated this Phase 1/2 trial in July 2025 and expect to obtain primary readout for this trial in the third quarter of 2026.

TIAN-SHAN16

TIAN-SHAN16 is a registrational Phase 3, randomized, open-label, multicenter study of DZD6008 combined with ZEGFROVY® as first-line treatment in NSCLC patients with classical EGFR mutations. We plan to initiate this trial in the first half of 2027.

Golidocitinib — A Commercialized, Next-generation, Highly Selective JAK1 Inhibitor

Overview

Golidocitinib (brand name: 高瑞哲®) is a next-generation, oral, highly selective JAK1 inhibitor for the treatment of hematological diseases and for solid tumors without known driver mutations. It was approved by the NMPA in China in June 2024 for the treatment of adult patients with relapsed/refractory peripheral T cell lymphoma ("**r/r PTCL**"). In addition, golidocitinib has been granted Fast Track Designation and Orphan Drug Designation by the U.S. FDA for the treatment of r/r PTCL, supporting its continued global clinical development. As of the Latest Practicable Date, golidocitinib was the **first and only** JAK1-specific inhibitor approved for a T-cell lymphoma indication, according to CIC.

Golidocitinib is designed to selectively inhibit JAK1-mediated signaling pathways that play a central role in the pathogenesis of PTCL, while minimizing inhibition of other JAK family members that are more closely associated with off-target toxicities. It demonstrates 200- to 400-fold selectivity for JAK1 over other members of JAK family, allowing it to avoid the anemia-related adverse effects that may arise from inhibiting Janus kinase 2 ("**JAK2**") pathway.

The clinical results for golidocitinib have been presented at numerous international academic conferences, including oral presentations or poster sessions at the 2025 European Hematology Association ("**EHA**") Congress and the 2025 International Conference on Malignant Lymphoma ("**ICML**"). Research findings have also been published in internationally recognized journals such as *Lancet Oncology* and *Annals of Oncology*. In addition, golidocitinib has received clinical recognition through inclusion in the CSCO Lymphoma Treatment Guidelines with a Category I recommendation for the treatment of r/r PTCL.

In addition to r/r PTCL, we are evaluating golidocitinib's potential in combination with chemotherapy for the first-line treatment of PTCL. For solid tumors, golidocitinib has also shown promising clinical efficacy when combined with an anti-PD(L)-1 antibody in NSCLC without known driver mutations. Moreover, we are developing golidocitinib for the treatment of primary immune thrombocytopenia ("**ITP**").

Beyond oral capsule, we are developing golidocitinib ointment for dermatology indications. Golidocitinib ointment is currently under GMP production and GLP toxicology study. We plan to initiate a Phase 1/2 proof-of-concept trial of golidocitinib ointment for mild-to-moderate atopical dermatitis ("**AD**") in 2027.

We generated revenue of nil, RMB49.1 million, RMB52.7 million, and RMB164.2 million from sales of golidocitinib in 2023, 2024, and the nine months ended September 30, 2024 and 2025, respectively. Golidocitinib was included in the NRDL in China with coverage effective January 2025.

Drug Design and Mechanism of Action

The JAK/STAT pathway is a central role in intracellular signaling cascade that mediates cytokine-driven immune cell proliferation, differentiation, and survival. Dysregulation of this pathway has been implicated in the pathogenesis of multiple hematologic malignancies, including PTCL and certain B-cell-derived lymphomas, and autoimmune diseases.

Among the JAK family members, JAK1 plays a critical role in transducing signals from a broad range of cytokine receptors involved in lymphocyte activation and survival. In T-cell malignancies such as PTCL, aberrant JAK1-dependent signaling contributes to uncontrolled proliferation and resistance to apoptosis. In addition, dysregulated JAK1-STAT signaling has been implicated in subsets of B-cell lymphomas, where it supports tumor cell survival and cytokine-driven interactions with the tumor microenvironment. Selective inhibition of JAK1 therefore represents a rational therapeutic strategy for targeting cytokine-dependent lymphoid malignancies while potentially avoiding toxicities associated with broader inhibition of JAK2 or JAK3.

In NSCLC without known driver mutations, persistent activation of the JAK/STAT pathway, which is often driven by inflammatory cytokines within the tumor microenvironment, can promote immune evasion by upregulating PD-L1 expression and reinforcing immunosuppressive signaling programs that contribute to T-cell dysfunction and exhaustion. In this context, selective JAK1 inhibition may attenuate these pro–PD-L1 and immune-suppressive signals, thereby modulating the tumor microenvironment and potentially restoring anti-tumor immune activity in patients who have developed resistance to immune checkpoint inhibitors.

Golidocitinib was designed as a highly selective JAK1 inhibitor with the objective of achieving potent suppression of disease-relevant cytokine signaling while maintaining a favorable safety profile. Through selective inhibition of JAK1, golidocitinib blocks downstream STAT activation, thereby reducing tumor cell proliferation and survival in JAK1-dependent malignant lymphoid cells. In NSCLC without known driver mutations, where cytokine-driven JAK/STAT signaling contributes to immune evasion and resistance to immuno-oncology therapies, JAK1 inhibition is also expected to modulate the tumor microenvironment by attenuating immunosuppressive signaling pathways, providing a mechanistic rationale for golidocitinib's evaluation in IO-resistant disease.

In inflammatory skin diseases, JAK1 plays a crucial role in various cytokine pathways involved in the pathogenesis of diseases, such as IL-4, IL-13, TSLP, IL-31, IFN-g, and IL-22. These cytokine pathways are involved in the disruption of the epidermal barrier, the formation of allergic inflammation, the induction of itch, or the immune attack on pigment-producing melanocytes causing white patches.

PTCL

While JAK inhibitors have historically been developed mainly for autoimmune diseases, extensive translational work, including our screening of thousands of cell lines in preclinical studies, highlighted JAK/STAT pathway activation as a key driver in T-cell lymphomas, leading to our deliberate strategy to target PTCL.

Golidocitinib was the **first and only** JAK1 inhibitor approved in China for r/r PTCL as of the Latest Practicable Date, according to CIC. It was also the **first and only** JAK1 inhibitor worldwide receiving both FDA Fast Track and Orphan Drug designations for r/r PTCL as of the same date and according to the same source.

Beyond r/r PTCL, we are evaluating the potential of golidocitinib in combination with chemotherapy for the first-line treatment of PTCL in ongoing IITs in China. In accordance with our communication with the NMPA, the data of IIT trials will be used to support the IND application for JACKPOT28, a planned registrational Phase 3 clinical trial of golidocitinib for the first-line treatment of PTCL.

Market Opportunities and Competitive Landscape

PTCL is a heterogeneous and generally aggressive subset of non-Hodgkin lymphoma ("**NHL**"), accounting for approximately 10% of all NHL cases globally. The incidence of PTCL is higher in China than in Western countries, where PTCL represents approximately 20% of NHL cases.

PTCL arises from mature T cells and is characterized by marked biological and clinical heterogeneity. Most pathological subtypes exhibit aggressive disease behavior and are associated with poor prognosis. First-line treatment typically consists of combination chemotherapy based on the CHOP regimen. In selected patients who achieve an initial response, hematopoietic stem cell transplantation may be used as a consolidation therapy. However, relapse is common, and outcomes for patients with r/r PTCL have historically been poor. Prior to the availability of more recent targeted therapies, treatment options for r/r PTCL were limited and generally associated with modest response rates and short durability, with reported three-year overall survival rates of approximately 21%-28%. As a result, there remains a significant unmet medical need for more effective and durable therapies for patients with PTCL.

According to CIC, the global PTCL drug market grew from US$0.9 billion in 2020 to US$1.5 billion in 2024 at a CAGR of 14.4%. It is projected to further expand to US$6.0 billion in 2035, representing a CAGR of 13.5% from 2024 to 2035. The market size in China increased from US$0.3 billion in 2020 to US$0.5 billion in 2024 at a CAGR of 14.6%, and is expected to reach US$1.7 billion in 2035, reflecting an 12.0% CAGR from 2024 to 2035.

For details, see "Industry Overview — The Oncology Therapeutics Market — The PTCL Market."

Competitive Advantages

Demonstrated clinical efficacy in PTCL

As a first-in-class agent specifically targeting the JAK/STAT signaling pathway in PTCL, golidocitinib represents a novel targeted therapeutic approach for this disease. It is designed to deliver a differentiated "**triple-action**" profile, combining direct anti-tumor activity, anti-inflammatory effects, and immune modulation, with the objective of supporting broad and durable clinical benefit in PTCL.

Registrational trial responses exceed historical benchmarks. In the registrational Phase 2 study of JACKPOT8, golidocitinib demonstrated strong anti-lymphoma activity in r/r PTCL, with an ORR of 44.3% and a complete response ("**CR**") rate of 23.9%. These response rates compare favorably with historical outcomes reported for many prior single-agent targeted therapies in r/r PTCL, where ORRs have often been below 30%. The observed efficacy supports the potential of golidocitinib to meaningfully improve outcomes in this difficult-to-treat patient population.

Tumor response assessed by independent review committee the activity analysis set

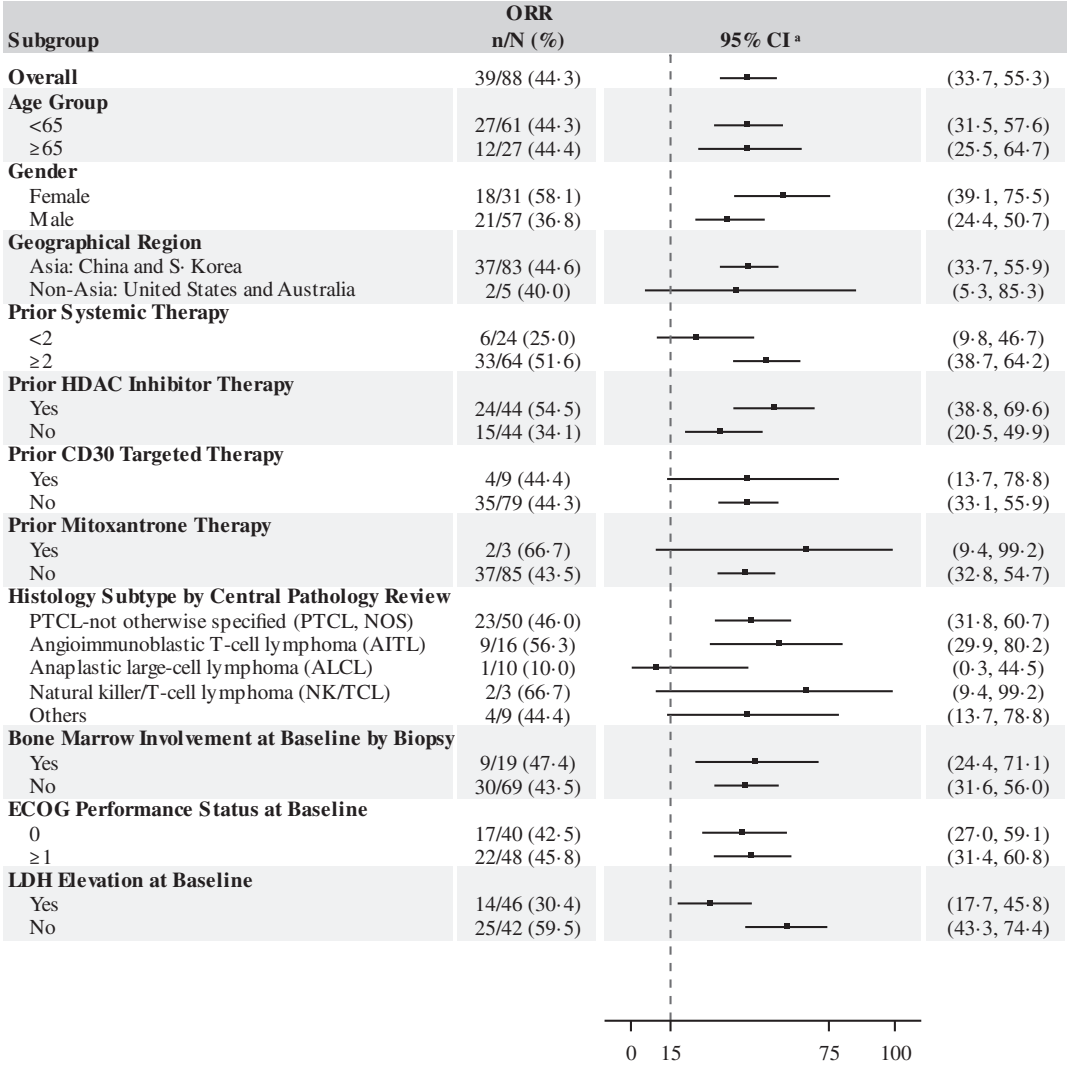
	Patients (n=88)
Best Tumor Response	
Complete Response	21 (24%)
Partial Response	18 (20%)
Stable Disease	17 (19%)
Progressive Disease	20 (23%)
Not Evaluable	12 (14%)
Objective Response Rate (%) (95% CI)	39 (44.3%, 95% CI 33.7-55.3)
Complete Response Rate (%) (95% CI)	21 (23.9%, 95% CI 15.4-34.1)*

*Note: Data are n (%), unless otherwise indicated. *Excluding five patients with radiological complete response who did not have a post-treatment bone marrow biopsy sample available for confirmation, and so were determined to have partial responses.*

Source: Published data of JACKPOT8B on Lancet Oncology 2024

Broad subtype activity with durable survival outcomes. Importantly, as illustrated in the diagram below, golidocitinib demonstrated anti-tumor activity across multiple PTCL subtypes, with ORRs exceeding 40% in several common subtypes. This breadth of activity suggests that golidocitinib may address a major treatment gap in PTCL, where clinical outcomes have historically been poor and heterogeneous across subtypes.

Subgroup analysis of ORR assessed by independent review committee



Note: CI: Confidence Interval; ECOG: Eastern Cooperative Oncology Group; HDAC: Histone Deacetylases; LDH: Lactate Dehydrogenase; PTCL: Peripheral T Cell Lymphoma.

Source: Published data of JACKPOT8B on Lancet Oncology 2024

Beyond initial tumor responses, clinical outcomes were notable for their durability. For instance, in Phase 2 study of JACKPOT8, the median OS was 24.3 months. These results compare favorably with published outcomes for other monotherapy treatments in r/r PTCL and are particularly meaningful given the historically limited survival expectations in this population.

High JAK1 target specificity supporting a favorable safety profile

Preclinical enzymatic studies demonstrate that golidocitinib is a potent and highly selective inhibitor of JAK1. Golidocitinib exhibits more than 200-fold selectivity for JAK1 relative to other members of JAK family in terms of IC_{50} value. This high degree of selectivity is intended to reduce the risk of adverse effects associated with off-target inhibition of other JAK family members.

In JACKPOT8 study, golidocitinib demonstrated a generally manageable safety profile. Grade 3 or 4 drug-related TEAEs were reported in 59% of patients. The most common Grade 3-4 drug-related TEAEs were clinically manageable and generally reversible with appropriate supportive care and dose management.

Favorable PK profile supporting once-daily dosing

Golidocitinib incorporates a distinctive molecular design featuring a "dual hydrogen bond and salt bridge" motif to enhance target engagement. Its physicochemical properties support a relatively long elimination half-life, enabling sustained pathway suppression and convenient dosing.

Clinical PK studies have shown that golidocitinib has a half-life of approximately 45 to 50 hours, supporting once-daily oral administration. Once-daily dosing may improve patient convenience and treatment adherence, particularly in the context of long-term therapy. In addition, golidocitinib exhibits relatively low inter-individual PK variability, which facilitates dose predictability and supports a balanced safety and efficacy profile.

Preclinical studies also indicate that golidocitinib is cleared through multiple metabolic and excretory pathways. It demonstrates minimal inhibitory effects on major drug-metabolizing enzymes and drug transporters, suggesting a low potential for clinically meaningful drug-drug interactions when used in combination with other therapies.

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of the completed, ongoing and planned key clinical trials of golidocitinib for the treatment of PTCL.

Study Name	Indication	Mono/Combo	Treatment Line	Trial Phase	Trial Status	Primary Regions	(Planned) Start Date	Completion Date/ (Planned) Data Readout Date
JACKPOT8	r/r PTCL	Mono	r/r	Registrational Phase 1/2	Completed	Asia Pacific, United States	March 2021	August 2024
JACKPOT19	r/r PTCL	Mono	r/r	Confirmatory Phase 3[1]	Ongoing	Asia Pacific	May 2024	Primary readout in 2H 2027
JACKPOT26	PTCL	Mono	1L	Maintenance Phase 2	Completed	China	March 2022	March 2025
JACKPOT53	PTCL	Combo with CHOP	1L	IIT[2] (Proof-of-concept)	Ongoing	China	August 2024	Primary readout in 1Q 2026
JACKPOT55	PTCL	Combo with CHOP	1L	IIT[2] (Proof-of-concept)	Ongoing	China	March 2025	Primary readout in 1Q 2026
JACKPOT28	PTCL	Combo with CHOP	1L	Registrational Phase 3	Planned	China, United States and Europe	1Q 2026	Primary readout in 2030

Note:

1. *JACKPOT19 is a confirmatory Phase 3 clinical trial to support the full NDA approval of golidocitinib in China for r/r PTCL following the conditional NDA approval of the drug based on its registrational Phase 1/2 trial JACKPOT8 in China.*

2. *The data of JACKPOT53, JACKPOT55 IIT trials and JACKPOT26 Phase 2 trial will be used to support the IND application of JACKPOT28, a planned registrational Phase 3 clinical trial for the first-line treatment of PTCL.*

JACKPOT8

This is a registrational Phase 1/2, open-label, multicenter study to investigate the safety, tolerability, pharmacokinetics, and anti-tumor activity of golidocitinib in patients with PTCL in China, the United States and Australia. Results from this clinical trial supported the conditional NDA approval of golidocitinib in China.

Trial design. This is a multinational, single arm Phase 1/2 clinical study to evaluate the safety, tolerability and anti-tumor efficacy of golidocitinib as monotherapy in patients with r/r PTCL. This study consisted of two parts: Part A (dose escalation and extension cohorts) and Part B (dose expansion cohort). Part B is designed to be initiated after RP2D is defined based on data from Part A.

Trial objectives. The objective of Part A is to assess safety, tolerability, PK and anti-tumor efficacy of golidocitinib. The objective of Part B is to assess anti-tumor efficacy of golidocitinib using IRC assessed ORR as the primary endpoint. The secondary endpoint of Part B included DoR, CRR, and PFS.

Trial status. We initiated this registrational Phase 1/2 trial in March 2021 and completed this trial in August 2024.

Results of Part A study. In the Part A study, a total of 51 patients were enrolled and received golidocitinib treatment at doses of 150 mg or 250 mg once daily. Golidocitinib was tolerated at both doses. The most common Grade 3 or above drug-related TEAEs were neutropenia (27.5%) and thrombocytopenia (11.8%). Based on efficacy and safety, 150 mg once daily was established as the RP2D. Golidocitinib demonstrated a favorable PK profile as an oral agent, and biomarker analysis suggested a potential correlation between JAK/STAT pathway abnormalities and the clinical activity of golidocitinib.

	150 mg (*N* = 35)		**250 mg (*N* = 16)**		**Total (*N* = 51)**	
Common (≥5%) drug-related TEAEs, *n* (%)	**All Grades**	**≥ Grade 3**	**All Grades**	**≥ Grade 3**	**All Grades**	**≥ Grade 3**
Patients with any drug-related TEAEs	26 (74.3)	16 (45.7)	14 (87.5)	8 (50.0)	40 (78.4)	24 (47.1)
Neutropenia[a]	15 (42.9)	11 (31.4)	7 (43.8)	3 (18.8)	22 (43.1)	14 (27.5)
Thrombocytopenia[b]	15 (42.9)	2 (5.7)	8 (50.0)	4 (25.0)	23 (45.1)	6 (11.8)
Transaminases increased[c]	9 (25.7)	3 (8.6)	5 (31.3)	0 (0.0)	14 (27.5)	3 (5.9)
Pneumonia[d]	3 (8.6)	1 (2.9)	6 (37.5)	2 (12.5)	9 (17.6)	3 (5.9)
White blood cell count decreased[e]	7 (20.0)	1 (2.9)	4 (25.0)	1 (6.3)	11 (21.6)	2 (3.9)
Lymphocyte count decreased	5 (14.3)	2 (5.7)	0 (0.0)	0 (0.0)	5 (9.8)	2 (3.9)
Hyperlipidaemia	0 (0.0)	0 (0.0)	1 (6.3)	1 (6.3)	1 (2.0)	1 (2.0)
Staphylococcal sepsis	0 (0.0)	0 (0.0)	1 (6.3)	1 (6.3)	1 (2.0)	1 (2.0)
Drug-induced liver injury	1 (2.9)	0 (0.0)	1 (6.3)	1 (6.3)	2 (3.9)	1 (2.0)

Note: Patients with multiple events within a given preferred term and system organ class were counted only once under the highest CTCAE grade for each preferred term and system organ class, respectively.

CTCAE, Common Terminology Criteria for Adverse Events; TEAE, treatment-emergent adverse event.

a Neutropenia includes neutropenia and neutrophil count decreased.

b Thrombocytopenia includes thrombocytopenia and platelet count decreased.

c Transaminase increased includes aspartate aminotransferase increased, alanine aminotransferase increased, transaminases increased and hepatic enzyme increased.

d Pneumonia includes pneumonia, Pneumocystis jirovecii pneumonia, atypical pneumonia, and pneumonia fungal.

e White blood cell count decreased includes white blood cell count decreased and leukopenia.

Source: Published data of JACKPOT8A on Annals of Oncology 2023

Efficacy results of Part B study. Between February 26, 2021, and October 12, 2022, a total of 104 patients were enrolled and received golidocitinib treatment at 150 mg once daily. Among them, 88 patients were included in the efficacy analysis. As of the data cutoff on August 31, 2023 (with a median follow-up of 13.3 months), the ORR per IRC assessment was 44.3% (95% CI 33.7-55.3), with 21 patients (24%) achieving a complete response and 18 (20%) a partial response.

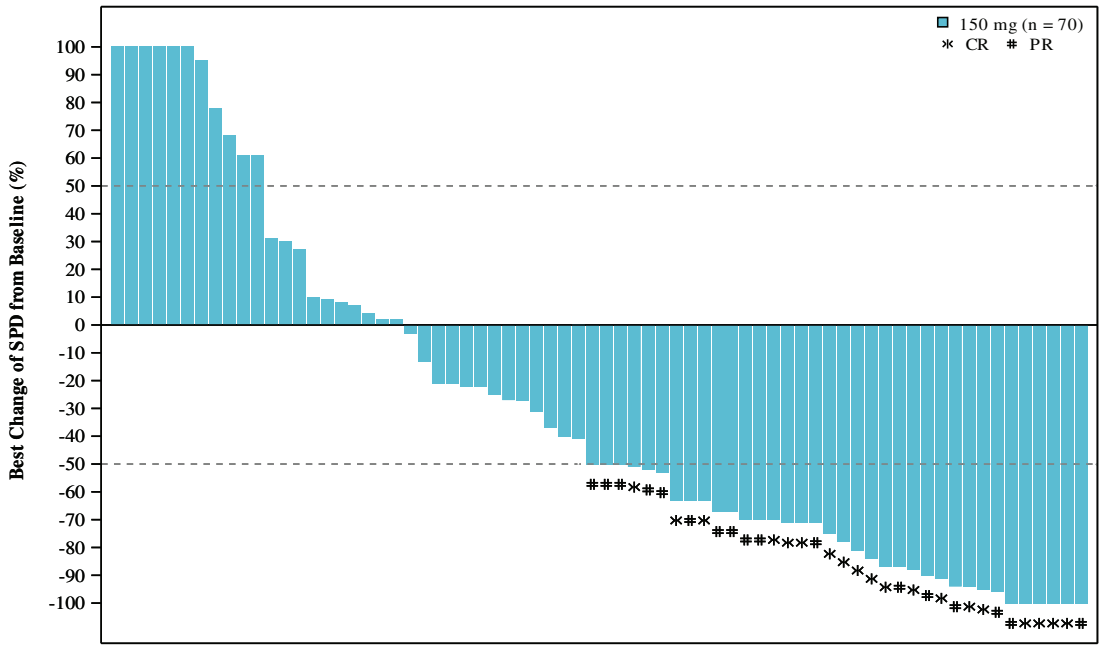
	Patients (n=88)
Best Tumor Response	
Complete Response	21 (24%)
Partial Response	18 (20%)
Stable Disease	17 (19%)
Progressive Disease	20 (23%)
Not Evaluable	12 (14%)
Objective Response Rate (%) (95% CI)	39 (44.3%, 95% CI 33.7-55.3)
Complete Response Rate (%) (95% CI)	21 (23.9%, 95% CI 15.4-34.1)*

*Note: Data are n (%), unless otherwise indicated. *Excluding five patients with radiological complete response who did not have a post-treatment bone marrow biopsy sample available for confirmation, and so were determined to have partial responses.*

Source: Published data of JACKPOT8 on Lance Oncology 2024

The waterfall plot below shows individual patients' best percentage change from baseline in tumor size after treatment.

Waterfall Plot of Best Tumor Size Change after Treatment



Source: Published data of JACKPOT8B at ASH 2023

Safety results of Part B study. In the safety analysis, 61% of patients had grade 3-4 drug-related TEAEs, with the most common being decreased neutrophil count (29%), decreased white blood cell count (26%), decreased lymphocyte count (21%), and decreased platelet count (20%), all of which were clinically manageable and reversible.

JACKPOT26

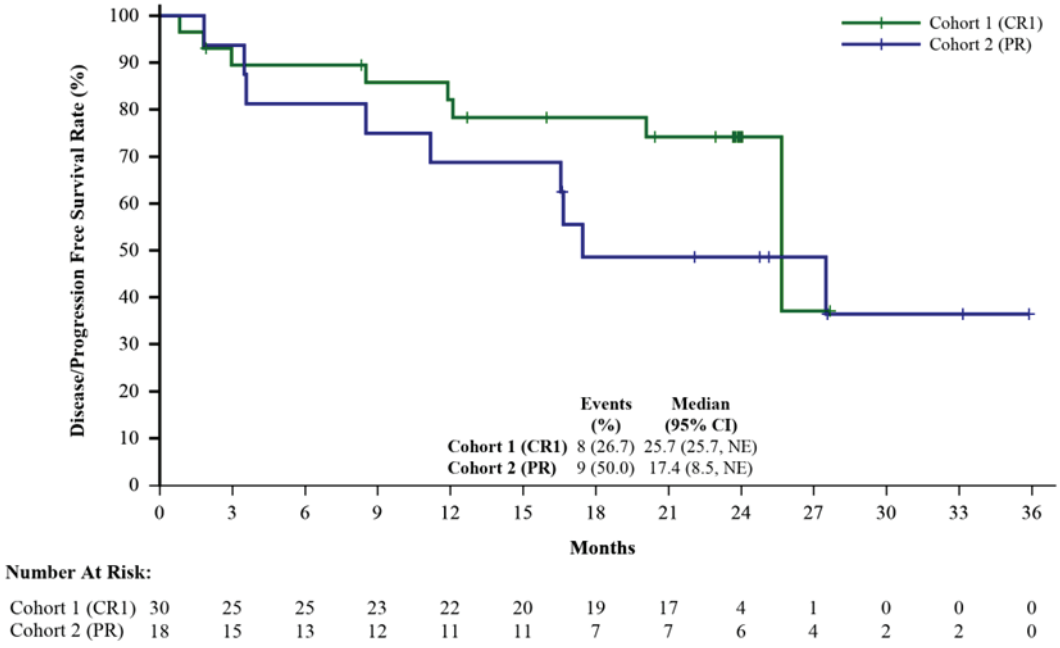
JACKPOT26 is a Phase 2, open-label, multicenter study to investigate the safety and anti-tumor efficacy of golidocitinib in participants with PTCL who have responded after first-line standard therapy.

Trial design. PTCL patients who achieved tumor response post first-line therapy were enrolled and received golidocitinib at 150 mg once daily. This study included two cohorts: cohort 1 (complete response post first-line therapy) and cohort 2 (partial response post first-line therapy). The primary endpoints were AEs and SAEs. The secondary endpoints were DFS rate at one year in cohort 1 and ORR, DoR, PFS rate at one year in cohort 2. Tumor response was assessed by investigators based on CT images per Lugano 2014 criteria.

Trial status. We initiated this trial in March 2022 and completed this trial in September 2025.

Efficacy results. As illustrated in the following plot, in cohort 1, the 12-month and 24-month DFS rates were 82.1% and 74.2%, respectively, indicating a strong long-term outcome for patients. In cohort 2, the median PFS was 17.4 months, with the 12-month and 24-month DoR rates at 71.4% and 47.6%, respectively. The longest PFS recorded was 35.9 months, with the patient still showing a positive response to treatment, suggesting ongoing effectiveness in this cohort.

Kaplan-Meier Plot



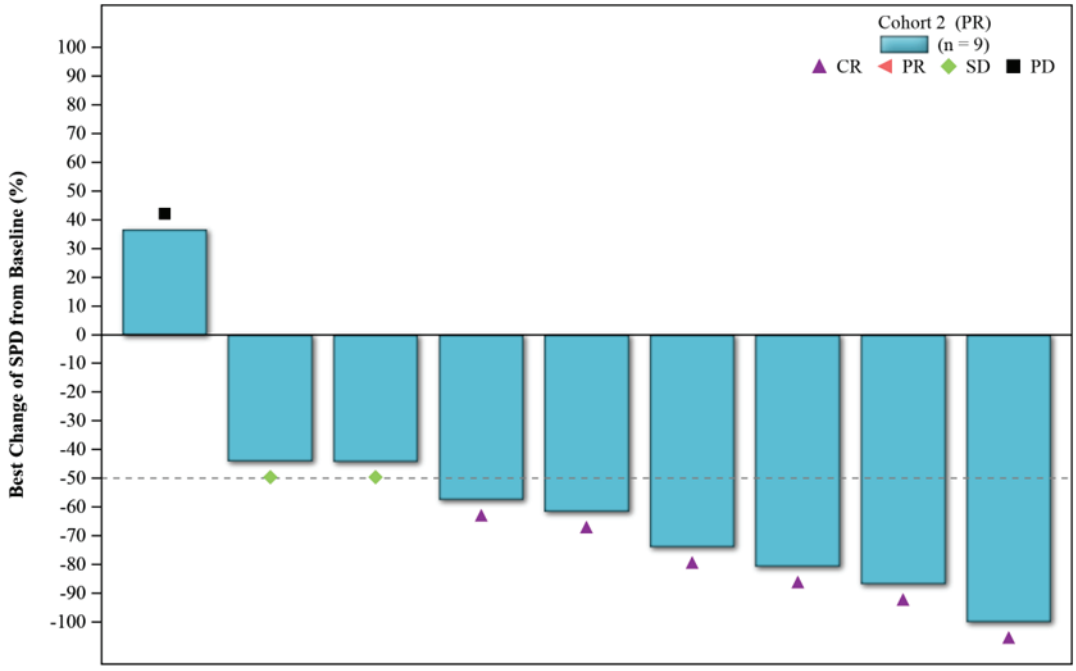
Number At Risk:

Cohort 1 (CR1)	30	25	25	23	22	20	19	17	4	1	0	0	0
Cohort 2 (PR)	18	15	13	12	11	11	7	7	6	4	2	2	0

Source: Oral presentation of JACKPOT26 at ICML 2025

As illustrated in the following plot, in cohort 2, the CRR was 50.0%, demonstrating a significant portion of patients achieving complete tumor response. The median DoR was 23.9 months, further supporting the durability of treatment outcomes. Of the 10 patients with measurable disease at baseline, 9 completed at least one post-treatment tumor assessment. Notably, 80% of patients experienced tumor shrinkage of target lesions, and 60% achieved a complete tumor response, highlighting the efficacy of the treatment in reducing tumor burden.

Waterfall Plot of Best Change in SPD in Cohort 2



Source: Oral presentation of JACKPOT26 at ICML 2025

Safety results. The most common (≥2 patients) ≥ grade 3 drug-related TEAEs were hematological adverse events in nature, which were similar to TEAEs previously reported for golidocitinib. The majority of TEAEs were reversible and clinically manageable. 16.7% of the patients had dose reduction due to drug-related TEAEs. 10.4% of the patients discontinued treatment due to drug-related TEAEs. No drug-related TEAEs with fatal outcome.

JACKPOT19

This is a Phase 3, open-label, randomized, multinational study to investigate the anti-tumor efficacy of golidocitinib versus investigator's choice in adult patients with r/r PTCL. This trial is a confirmatory Phase 3 clinical trial to support the full NDA approval of golidocitinib in China for r/r PTCL following the conditional NDA approval based on its registrational Phase 1/2 trial JACKPOT8 in China.

Trial design. This is a Phase 3, open-label, randomized, multinational study to evaluate the anti-tumor efficacy of golidocitinib versus investigator's choice in adult patients with r/r PTCL. Participants will be randomly assigned to Arm 1 (golidocitinib) or Arm 2 (investigator's choice) in a ratio of 1:1. The stratification factors include baseline international prognostic index, region, and histological subtype by local testing.

Trial objectives. The primary endpoint of this trial is PFS assessed by IRC. Secondary endpoints include OS, ORR, CRR and DoR.

Trial status. We initiated this registrational Phase 3 trial in May 2024 and expect to obtain primary data readout in the second half of 2027.

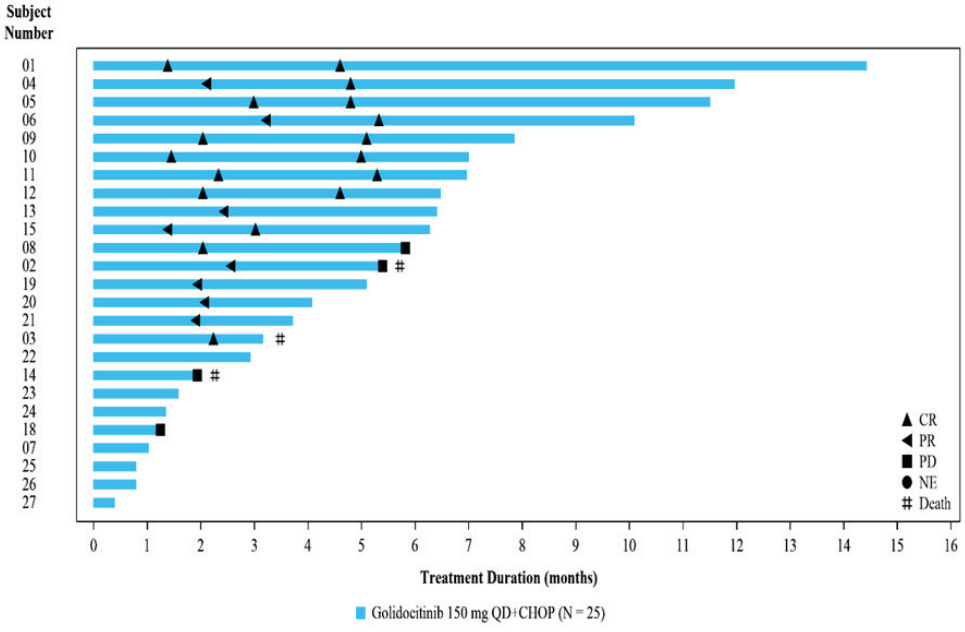
JACKPOT53 and JACKPOT55

JACKPOT53 and JACKPOT55 are investigator-initiated trials of golidocitinib in combination with CHOP ("**Go-CHOP**") in patients with newly diagnosed PTCL. These two studies applied different regimens of golidocitinib. The data of JACKPOT53 and JACKPOT55 as well as Phase 2 trial JACKPOT26 will be used to support an IND application of JACKPOT28, a planned registrational Phase 3 clinical trial for the first-line treatment of PTCL. These two studies were initiated by a leading public hospital in Beijing and another public hospital in Guangzhou, respectively.

JACKPOT53 is an ongoing Phase 1/2, single-center, single-arm clinical trial. JACKPOT53 was initiated in August 2024 and is expected to obtain primary readout in the first quarter of 2026.

In JACKPOT53, Go-CHOP regimen (150 mg of golidocitinib once daily + CHOP) demonstrated encouraging anti-tumor activity and tolerable safety profile. The reported ORR was 88.9% and CR rate was 61.1% in newly diagnosed patients with PTCL.

Swimmer Plot of JACKPOT53



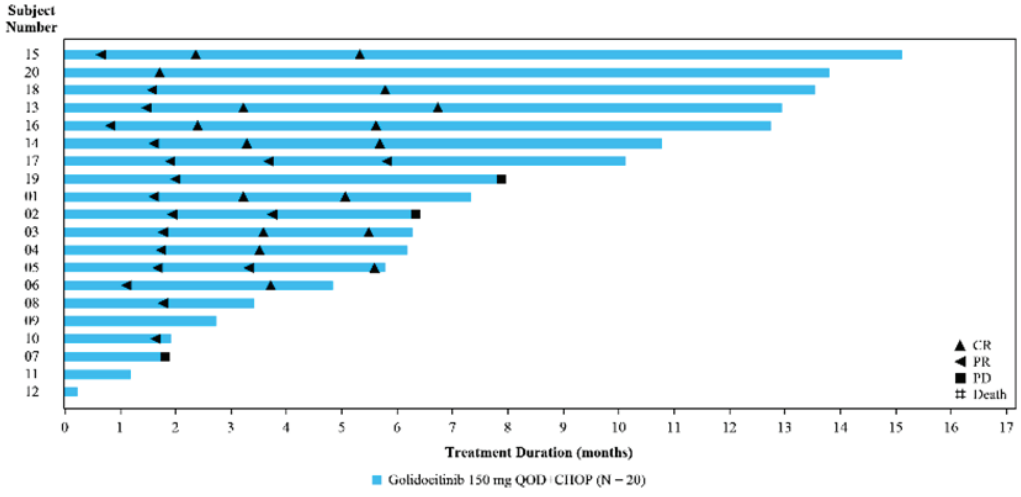
Source: Published data of JACKPOT53 at ASH 2025

JACKPOT55 was initiated in March 2025 and is expected to obtain primary readout in the first quarter of 2026.

In JACKPOT55, Go-CHOP regimen (150 mg of golidocitinib every other day + CHOP) demonstrated strong early anti-tumor activity in patients with newly diagnosed PTCL. The reported ORR was 94.1% and CR rate was 64.7%. In addition, 85% of patients remained on treatment, with the longest PFS exceeding 15 months, and the safety profile was described as manageable with no treatment discontinuations due to TRAEs.

The swimmer plot below shows the treatment duration for individual patients covered in JACKPOT55.

Swimmer Plot of JACKPOT55



Note: CHOP: combined chemotherapy with cyclophosphamide, doxorubicin, vincristine and prednisone; CR: Complete Response; N: Number of participants in the analysis set; NE: Not Evaluable; PD: Progressive Disease; PR: Partial Response; QD: Quaque Die (once daily); SD: Stable Disease.

Source: Presentation at J.P. Morgan Healthcare Conference 2026

JACKPOT28

JACKPOT28 is a registrational Phase 3, randomized, double-blind, multicenter study of golidocitinib in combination with chemotherapy followed by golidocitinib monotherapy as a maintenance therapy in patients with newly diagnosed PTCL. We plan to submit IND and initiate this trial in the first quarter of 2026.

NSCLC without known driver mutations

In NSCLC without known driver mutations, aberrant activation of JAK/STAT pathway, often driven by inflammatory cytokines within the tumor microenvironment, may facilitate immune evasion by upregulating PD-L1 expression and reinforcing immunosuppressive signaling programs that contribute to progressive T-cell dysfunction and exhaustion. Accordingly, JAK1 inhibition with golidocitinib may attenuate these pro-PD-L1 and immune-suppressive signals, thereby modulating the tumor microenvironment and potentially restoring anti-tumor immune activity.

Consistent with this rationale, preclinical data indicate that JAK inhibition can rescue exhausted T-cell function and enhance sensitivity to checkpoint blockade, providing a mechanistic basis for combining golidocitinib with anti-PD-1/PD-L1 therapies.

We are exploring golidocitinib's potential in combination with an anti-PD(L)-1 antibody in NSCLC without known driver mutations in an ongoing investigator-initiated trial in China, JACKPOT33. The data of JACKPOT33 study will be used to support the IND application of JACKPOT66, a planned registrational Phase 3 clinical trial for NSCLC without known driver mutations.

Market Opportunities and Competitive Landscape

NSCLC without known driver mutations represents a major unmet need because many patients must rely on immunotherapy-based regimens, yet an anti-PD(L)-1 antibody monotherapy delivers only modest disease control for a large proportion of patients, especially those with intermediate PD-L1 expression. In the first-line PD-L1 monotherapy population, median PFS was only 5.4 months, illustrating how quickly many tumors progress despite treatment.

A key biological reason is that these tumors often exist in an immune-suppressed microenvironment where T cells become chronically stimulated and exhausted, losing effective anti-tumor function and contributing to primary or early resistance to checkpoint blockade, thereby creating a clear need for new approaches that can re-energize anti-tumor immunity and improve the depth and durability of benefit beyond what PD-1 monotherapy achieves today.

The global NSCLC without known driver mutations market grew from US$13.3 billion in 2020 to US$21.9 billion in 2024 at a CAGR of 13.3%. It is projected to further expand to US$41.8 billion in 2035, representing a CAGR of 6.0% from 2024 to 2035. As of the Latest Practicable Date, there had not been small-molecule targeted therapy approved for NSCLC without known driver mutations globally.

For details, see "Industry Overview — The Oncology Therapeutics Market — The NSCLC Without Known Driver Mutations Market."

Summary of Clinical Development

The following table sets forth an overview of the ongoing and planned clinical trials of golidocitinib for the treatment of NSCLC without known driver mutations.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Region	(Planned) Start Date	(Planned) Data Readout Date
JACKPOT33	NSCLC	Combo with anti-PD (L)-1 Antibody	1L	IIT[1] (Proof-of-concept)	Ongoing	China	March 2024	Primary readout in 3Q 2026
JACKPOT66	NSCLC	Combo with IO	1L	Registrational Phase 3	Planned	China	2H 2026	Primary readout in 2H 2028

Note:

1. *The data of JACKPOT33 will be used to support the IND application of JACKPOT66, a planned registrational Phase 3 clinical trial for NSCLC without known driver mutations.*

JACKPOT33

This is an open-label, single-arm investigator-initiated trial to assess the safety and efficacy of golidocitinib combined with an anti-PD(L)-1 antibody in PD-L1-positive, treatment-naive, locally advanced or metastatic NSCLC.

Trial status. This IIT trial was initiated in March 2024. Primary readout for this IIT is expected to be obtained in the third quarter of 2026.

JACKPOT66

JACKPOT66 is a planned Phase 3, randomized, open-label, multi-center study of golidocitinib combined with immunotherapy for the first-line treatment of patients with locally advanced or metastatic NSCLC without known driver mutations. We plan to submit the IND to the NMPA in the third quarter of 2026 and initiate this trial in the second half of 2026 following IND approval.

Primary ITP

We are developing golidocitinib for the treatment of primary ITP. Golidocitinib is a selective JAK1 inhibitor that reduces overactive JAK/STAT cytokine signaling, which can drive immune-mediated platelet destruction and impaired platelet production. By selectively targeting JAK1, it is designed to deliver immunomodulatory benefit while limiting broader JAK inhibition that may be associated with more off-target side effects.

In ITP, many patients have an abnormally pro-inflammatory cytokine environment, reflecting immune dysregulation that supports autoreactive T- and B-cell responses and continued platelet clearance. By inhibiting JAK1, golidocitinib can dampen downstream STAT activation triggered by multiple cytokines, thus may reduce harmful immune activity, decrease platelet destruction, and help restore megakaryocyte function and platelet production over time.

We are assessing golidocitinib in an ongoing Phase 2 clinical trial, JACKPOT16, for r/r primary ITP in China.

Market Opportunities and Competitive Landscape

Primary ITP is an acquired autoimmune bleeding disorder characterized by immune-mediated platelet destruction and impaired platelet production. Patients typically present with platelet counts below 100×10^9/L, increased bleeding risk and, in some cases, thrombotic complications, resulting in a meaningful reduction in quality of life. Because ITP is often chronic and unpredictable, many patients require long-term diseases control strategies that do not impose excessive treatment burden.

A key unmet need in ITP is the limited durability of response achieved with first-line therapies. Corticosteroids and intravenous immunoglobulin ("**IVIG**") are effective in rapidly increasing platelet counts, but a substantial proportion of adult patients relapse after steroids are tapered or discontinued. Long-term steroid use is also associated with significant toxicity, including increased infection risks and osteoporosis, particularly in patients requiring repeated treatment courses.

For r/r ITP, available second-line therapies can raise platelet counts but have important limitations. Thrombopoietin-based therapies, including recombinant human thrombopoietin ("**rhTPO**") and thrombopoietin receptor agonists ("**TPO-RAs**"), often require continuous administration to maintain platelet level needed, with platelet counts declining after discontinuation in some patients. Long-term use raises concerns regarding cumulative toxicity, and high treatment costs may limit real-world access and adherence. Other treatment options also leave unmet needs.

Overall, there remains a need for therapies that can deliver sustained platelet responses, reduce reliance on steroids and offer a safer, more practical long-term treatment option for patients with r/r ITP.

The global ITP drug market grew from US$2.0 billion in 2020 to US$2.6 billion in 2024 at a CAGR of 7.4%. It is projected to further expand to US$6.8 billion in 2035, representing a CAGR of 9.1% from 2024 to 2035. The market size in China increased from US$0.2 billion in 2020 to US$0.3 billion in 2024 at a CAGR of 10.9%, and is expected to reach US$1.1 billion in 2035, reflecting a 11.2% CAGR from 2024 to 2035.

As of the Latest Practicable date, there was one BTK inhibitor approved for ITP globally.

For details, see "Industry Overview — The Oncology Therapeutics Market — The NSCLC Without Known Driver Mutations Market."

Competitive Advantages

Novel mechanism of action. No JAK inhibitor is approved in ITP as of the Latest Practicable Date. As a first-in-class agent specifically targeting the JAK/STAT signaling pathway in PTCL, golidocitinib represents a novel targeted therapeutic approach for this disease.

Highly selective JAK1 inhibitor offering favorable safety profile. Golidocitinib exhibits more than 200-fold selectivity for JAK1 relative to other members of JAK family in terms of IC_{50} value. This high degree of selectivity is intended to reduce the risk of adverse effects associated with off-target inhibition of other JAK family members.

Favorable PK profile supporting once-daily dosing. Golidocitinib incorporates a distinctive molecular design featuring a "dual hydrogen bond and salt bridge" motif to enhance target engagement. Its physicochemical properties support a relatively long elimination half-life, enabling sustained pathway suppression and convenient dosing.

Summary of Clinical Trials

The following table sets forth an overview of the ongoing clinical trial of golidocitinib for primary ITP.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Region	Start Date	(Planned) Completion Date/Data Readout Date
JACKPOT16 . . .	Primary ITP	Mono	r/r	2	Ongoing	China	December 2025	Primary readout in 1H 2028

JACKPOT16

Trial design. JACKPOT16 is a multicenter clinical study to evaluate the safety and efficacy of golidocitinib in patients with r/r primary ITP. The study consists of two parts: Part A dose escalation and Part B dose expansion. Part A is designed to obtain the safety profile of golidocitinib in patients with ITP and the recommended dose for the randomized cohort in Part B. Part B is a randomized, double-blind, placebo-controlled study, and the primary objective of this part is to evaluate the preliminary efficacy of golidocitinib in patients with ITP.

Trial objectives. The primary objective of Part A of JACKPOT16 is to assess the safety and tolerability of golidocitinib. The primary objective of Part B of JACKPOT16 is to assess the efficacy for r/r primary ITP versus placebo, with the proportion of patients with a platelet count $\geq 50 \times 10^9$/L on at least four of six scheduled visits between weeks 14 and 24 as primary endpoint.

Trial status and plan. We initiated this trial in December 2025 and expect to obtain primary readout in the first half of 2028.

Dermatology indications

In addition to oral capsule, we are developing golidocitinib ointment for dermatology indications. Golidocitinib ointment is currently under GMP production and GLP toxicology study. We plan to initiate a Phase 1/2 proof-of-concept trial of golidocitinib ointment for mild-to-moderate atopical dermatitis ("**AD**") in 2027.

Oral golidocitinib has shown rapid and effective antipruritic (anti-itch) efficacy in clinical practice. However, topical administration of JAK inhibitors offers advantages over oral administration for mild-to-moderate skin inflammation disease as it can minimize the systemic exposure to avoid serious systemic adverse effects associated with oral administration. A topical drug needs to effectively penetrate the skin and remain in the dermis at a sufficient concentration for sustained duration. As of the Latest Practicable Date, only 1.5% ruxolitinib cream was approved for use in the United States, and 0.5% delgocitinib ointment was approved in Japan. Owing to its unique molecular design, golidocitinib possesses excellent skin penetration and is able to remain in the skin for long periods with high concentration. Therefore, golidocitinib ointment may achieve rapid relief of inflammation while avoiding the systemic side effects.

Birelentinib — An Innovative Lyn/BTK Dual Inhibitor

Overview

Birelentinib (DZD8586) is an innovative dual inhibitor of lymphocyte-specific protein tyrosine kinase ("**Lyn**") and Bruton's tyrosine kinase ("**BTK**"). Although currently available BTK inhibitors have delivered meaningful clinical benefit in certain B-cell non-Hodgkin lymphoma ("**B-NHL**") subtypes, the development of treatment resistance remains a major clinical challenge. Resistance is primarily driven by two mechanisms: (i) mutations at the C481 binding site of BTK (collectively referred to as C481X mutations), and (ii) reactivation of BCR signaling through alternative pathways that no longer depend on BTK. As of the Latest Practicable Date, no approved drug was able to overcome both resistance mechanisms simultaneously, according to CIC.

Birelentinib is different. It is designed to simultaneously inhibit both BTK-dependent and BTK-independent B-cell receptor ("**BCR**") signaling pathways, with the objective of overcoming key limitations associated with single-target BTK inhibitors. Through this dual-pathway mechanism, birelentinib is intended to suppress oncogenic BCR signaling and inhibit tumor growth across multiple subtypes of B-NHL. As of the Latest Practicable Date, it was the **first and only** dual Lyn/BTK inhibitor in clinical development, according to CIC.

Birelentinib received Fast Track Designation from the U.S. FDA in August 2025 for the treatment of r/r CLL/SLL. A pooled analysis from two clinical studies in heavily pretreated patients with CLL/SLL was selected for oral presentation at both the 2025 American Society of Clinical Oncology ("**ASCO**") meeting and the 18th International Conference on Malignant Lymphoma ("**ICML**"). Based on these data, we initiated an international multi-center Phase 3 clinical trial of birelentinib for r/r CLL/SLL in September 2025.

Beyond CLL/SLL, we are exploring birelentinib's potential in DLBCL. So far, BTK inhibitors have only shown limited clinical efficacy in non-GCB subtype of DLBCL. We hypothesize that incomplete blockade of BCR signaling is the likely reason. By simultaneously inhibiting both BTK and Lyn signaling, birelentinib may overcome these limitations and improve treatment outcomes in r/r DLBCL. This hypothesis was supported by the results from a Phase 2 clinical study evaluating birelentinib monotherapy in r/r DLBCL, TAI-SHAN9, which was presented at the 2025 European Hematology Association ("**EHA**") Congress and the 18th ICML. Significant anti-tumor activities were observed in both GCB and non-GCB DLBCL subtypes.

We are also developing birelentinib beyond relapsed/refractory settings in combination with BCL2 inhibitor and chemotherapy for the first-line treatment of CLL/SLL and DLBCL, respectively. Moreover, we are evaluating birelentinib's potential in immunology indication in an ongoing Phase 2 clinical trial for r/r primary immune thrombocytopenia ("**ITP**") in China.

Drug Design and Mechanism of Action

Birelentinib is an innovative, non-covalent dual inhibitor of Lyn and BTK designed to selectively target key signaling nodes within the BCR pathway while maintaining selectivity against other members of the TEC kinase family. In B cells, Lyn is one of the first kinases activated following BCR engagement. BTK functions downstream of Lyn in the BCR signaling cascade and is essential for amplifying and propagating activation signals.

By inhibiting both BTK and Lyn, birelentinib is intended to suppress not only canonical BTK-dependent BCR signaling, but also BTK-independent "escape" pathways that can emerge following BTK only inhibition. This dual-pathway coverage is particularly relevant in clinical settings where relapse is driven by classic BTK binding-site mutations, such as C481X mutations, as well as alternative resistance mechanisms that reactivate BCR signaling through parallel or compensatory nodes. Through this mechanism, birelentinib has demonstrated the ability to inhibit tumor growth across multiple B-NHL subtypes, including CLL, SLL and DLBCL.

Furthermore, the dual-pathway coverage is beneficial to address immune-mediated diseases such as ITP, where pathogenic autoantibody production by B cells and Fc receptor-mediated platelet destruction by macrophages are driven by BTK- and Lyn-dependent signaling cascades. By targeting both kinases, birelentinib is designed to modulate upstream autoimmune drivers and downstream effector mechanisms of platelet destruction, providing a mechanistic rationale for its evaluation in ITP.

CLL/SLL

Birelentinib received Fast Track Designation from the U.S. FDA in August 2025 for the treatment of r/r CLL/SLL. We initiated TAI-SHAN6, an international multi-center Phase 3 clinical trial of birelentinib for r/r CLL/SLL, in September 2025.

Beyond the relapsed or refractory setting, we are developing birelentinib as part of combination therapy aimed at achieving deeper response in CLL/SLL. Deeper responses may enable time-limited treatment approaches, in which patients receive therapy for a defined duration rather than continuous, indefinite treatment. Such approaches have the potential to maintain disease control while reducing long-term treatment burden, cumulative toxicity and the practical impact of prolonged therapy.

To evaluate this approach, we are conducting TAI-SHAN10, an ongoing Phase 2 clinical trial in China investigating birelentinib in combination with a BCL2 inhibitor as first-line treatment for CLL/SLL.

Market Opportunities and Competitive Landscape

CLL/SLL is a malignancy of mature B cells characterized by lymphocytosis, lymphadenopathy, hepatosplenomegaly and, in advanced stages, bone marrow failure leading to cytopenia. In current clinical practice, BTK inhibitors are widely used as first-line therapy for CLL/SLL patients, as recommended by major treatment guidelines. Other therapeutic options include BCL2 inhibitors, PI3K inhibitors and chemotherapies.

Despite advances in targeted therapy, all patients eventually relapse or develop refractory disease over time. Treatment options become increasingly limited after failure of targeted agents. In some regions, including China, access to certain therapies such as BCL2 inhibitors or PI3K inhibitors may be restricted by regulatory approval or reimbursement considerations. As a result, clinicians may need to rely on CD20 antibody monotherapy or chemotherapy in the post-BTK inhibitor setting, where real-world overall response rates have been reported at approximately 25%-36%.

In addition, there remains an unmet need for safer and more tolerable treatment options for vulnerable patient populations. Patients with del (17p) or TP53 mutations generally respond poorly to chemotherapy, while older patients and those with significant comorbidities may be unable to tolerate intensive regimens. For these patients, the unmet need encompasses both efficacy and tolerability, highlighting the importance of therapies that can deliver meaningful disease control with improved safety profiles.

According to CIC, the global CLL/SLL drug market grew from US$8.5 billion in 2020 to US$13.2 billion in 2024 at a CAGR of 11.7%. It is projected to further expand to US$41.3 billion in 2035, representing a CAGR of 10.9% from 2024 to 2035. China remains a key growth engine, with market size increasing from US$0.5 billion in 2020 to US$0.7 billion in 2024 at a CAGR of 9.8%, and is expected to reach US$2.6 billion in 2035, reflecting an 12.1% CAGR from 2024 to 2035.

As of the Latest Practicable date, there were five BTK inhibitor approved for CLL/SLL globally.

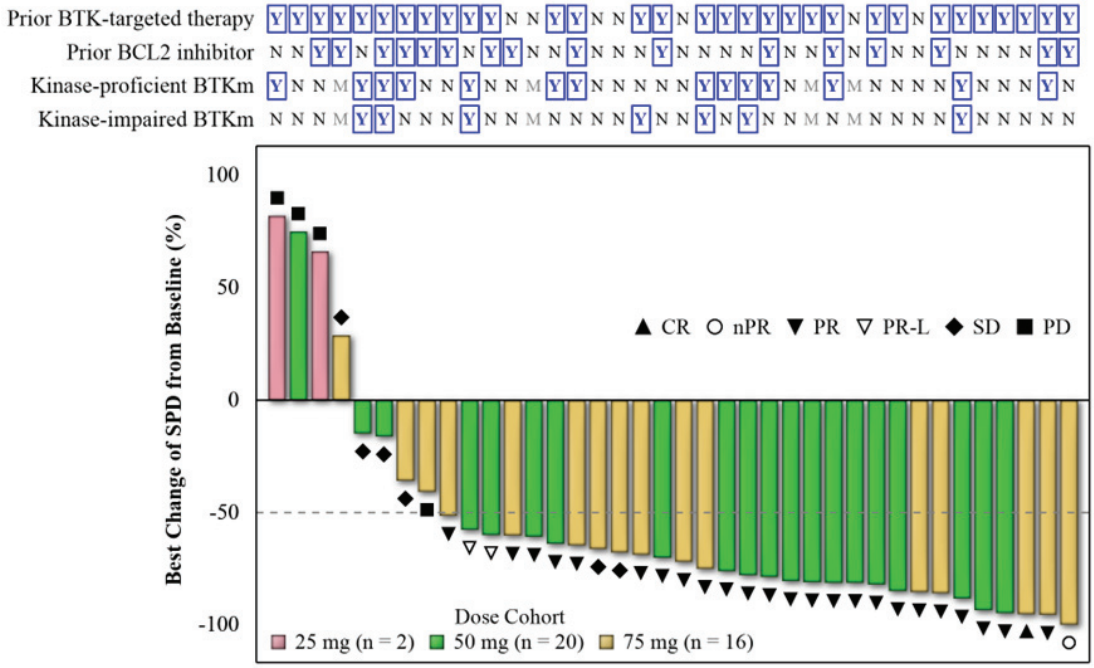
For details, see "Industry Overview — The Oncology Therapeutics Market — The CLL/SLL Market."

Competitive Advantages

Compelling efficacy signals in heavily pretreated r/r CLL/SLL patients

High response rate in pretreated r/r CLL/SLL. The results of a pooled analysis from two clinical studies, Phase 1 (TAI-SHAN5) and Phase 2 (TAI-SHAN8), were selected as oral presentations at both 2025 American Society of Clinical Oncology ("**ASCO**") meeting and the 18th International Conference on Malignant Lymphoma ("**ICML**"). As of December 2025, patients treated with birelentinib at 50 mg achieved an ORR of 85%.

Waterfall Plot of Best Change in Tumor Burden From Baseline in r/r CLL/SLL



Note: CRi: Complete Response with Incomplete Marrow Recovery; M: Missing; N: No; PR: Partial Response; PR-L: Partial Response with Lymphocytosis; SD: Stable Disease; PD: Progressive Disease; SPD: Sum of the Product of the Perpendicular Diameters. Y: Yes. A total of 35 patients with both baseline and at least one post-treatment tumor assessment were included in the efficacy analysis set, and among them, 34 patients with baseline measurable disease were shown in the figure. Objective response included CRi, PR and PR-L.

Source: Presentation at J.P. Morgan Healthcare Conference 2026

Broad activity in resistant and high-risk subgroups. Clinical responses were observed across challenging subgroups, including patients previously treated with covalent or non-covalent BTK inhibitors, BTK degraders, and BCL2 inhibitors, as well as those carrying classic BTK resistance mutations and other BTK alterations (including kinase-impaired mutations). For instance, as of the December 2025 for TAI-SHAN8, responses were observed in patients with prior BTK-targeted therapies, including covalent BTKi (81%, 13/16), non-covalent BTKi (100%, 2/2), and BTK degrader (50%, 1/2).

Encouraging durability and FDA Fast Track Recognition. Durability of response was also encouraging, with an estimated 9-month DoR rate of 80% from the pooled analysis of TAI-SHAN5 and TAI-SHAN8. As a recognition of its therapeutic potential, the U.S. FDA granted birelentinib Fast Track Designation in August 2025 for r/r CLL/SLL after at least two prior lines of therapy, including a BTK inhibitor and a BCL2 inhibitor.

Differentiated safety profile supporting long-term use and combinations

Across clinical trials, birelentinib has demonstrated a generally manageable safety profile. There were no reported instances of drug-related bleeding, atrial fibrillation, or other major cardiac events, which is notable given class-wide safety considerations associated with chronic BTK inhibition.

This safety and tolerability profile is particularly important given the intended role of birelentinib not only as a monotherapy, but also as a potential backbone for combination regimens, which often require sustained dosing to achieve durable benefit. We are assessing birelentinib's potential as part of a combination therapy in the first-line setting for CLL/SLL in an ongoing Phase 2 clinical trial, TAI-SHAN10, as described below.

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of key ongoing and planned clinical trials of birelentinib for the treatment of CLL/SLL.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Primary Regions	(Planned) Start Date	(Planned) Data Readout Date
TAI-SHAN8	r/r CLL/SLL	Mono	2L/2L+	Phase 2	Ongoing	China	April 2024	Primary readout in 1Q 2026
TAI-SHAN6	r/r CLL/SLL	Mono	2L/2L+	Registrational Phase 3	Ongoing	China, Europe	September 2025	Interim data readout in 2H 2027
TAI-SHAN10	CLL/SLL	Combo with BCL2 inhibitor	1L	Phase 2	Ongoing	China	October 2025	Primary readout in 3Q 2026
TAI-SHAN16	CLL/SLL	Combo with BCL2 inhibitor	1L	Registrational Phase 3	Planned	China	1H 2027	Primary readout in 2031

TAI-SHAN8

This is a Phase 2, open-label, multicenter study to evaluate the anti-tumor efficacy, safety, tolerability, and pharmacokinetic characteristics of birelentinib in patients with r/r CLL/SLL.

Trial design. The study is divided into two parts: A and B. Relapsed or refractory CLL/SLL patients, including those intolerant to current therapy, are enrolled into the study. Participants are first randomized to cohort 1 or cohort 2, and cohort 3 is determined based on safety and efficacy data from both cohorts and after SRC assessment. Dose of birelentinib ranged from 25 to 75 mg. Based on the safety and efficacy data from cohorts 1, 2, 3, the dose expansion cohort will further enroll patients who receive selected dose levels. Part A data will be combined to determine the recommended Phase 3 dose ("**RP3D**").

Trial objectives. Primary endpoint of this trial is investigator assessed ORR. Secondary endpoints of this trial include investigator assessed PFS, DoR, TTR, safety, and PK.

Efficacy results as of December 2025. As of December 2025, a total of 64 patients with r/r CLL/SLL had been enrolled and received birelentinib at doses ranging from 25 mg to 100 mg once daily. The median number of prior therapies was 2 (range 1-8). Del(17p) and/or TP53 mutation was detected in 40% of the patients. Prior therapies included BTK-targeted therapies (81%, including 77% treated with covalent BTK inhibitor, 9% treated with non-covalent BTK inhibitor and 8% treated with BTK degrader), BCL2 inhibitor (38%), and chemoimmunotherapy (55%). Kinase proficient BTK mutation was detected in 43% of the patients and kinase impaired BTK mutation was detected in 21% of the patients.

The recommended phase 3 dose was determined as 50 mg once daily ("**QD**"). At this dose level, the ORR was 85%. Tumor response observed in patients with prior BTK-targeted therapies, including covalent BTKi (81%, 13/16), non-covalent BTKi (100%, 2/2), and BTK degrader (50%, 1/2). In patients with prior exposure to both BTK-targeted therapy and BCL2 inhibitor, the ORR was 83% (5/6). Tumor response observed in patients with kinase-proficient mutations (78%, 7/9) and kinase-impaired mutations (60%, 3/5).

With prolonged follow-up, sustained anti-tumor efficacy was observed. At 50 mg cohort, median duration of follow-up was longer than 11 months. Median PFS has not been reached, with 60% of the patients still event-free.

Safety results as of October 2025. Birelentinib showed favorable safety profile at 50 mg once daily ("**RP3D**"), and no new safety signals were identified. The most common treatment-related TEAEs of all grades included neutropenia and thrombocytopenia. No atrial fibrillation, or drug-related major bleeding was reported. TEAE leading to treatment discontinuation in 1 patient (2%). No treatment-related TEAE leading to death was reported.

Trial status. We initiated this Phase 2 trial in April 2024 and expect to obtain primary readout of this trial in the first quarter of 2026.

TAI-SHAN6

This is a registrational Phase 3, open-label, randomized, global multicenter study to evaluate the anti-tumor efficacy of birelentinib versus investigator's choice in patients with r/r CLL or SLL. We initiated TAI-SHAN6 following the determination of RP3D, and regulatory communications with China CDE and EMA regarding the clinical trial design of TAI-SHAN6 as a registrational trial.

Trial design. The target population of this study is patients diagnosed with r/r CLL/SLL, who have failed at least one prior BTK inhibitor treatment, as assessed by the investigator. Patient who meets inclusion criteria and does not meet exclusion criteria will be randomized to arm 1 (birelentinib) or arm 2 (investigator's choice) in a 1:1 ratio.

Trial objectives. The primary endpoint for this trial is IRC assessed PFS and the secondary endpoints include investigator assessed ORR, PFS, DoR, IRC assessed ORR, DoR, OS, safety, and PK.

Trial status. We initiated this registrational Phase 3 trial in September 2025 and expect to complete interim analysis for this trial in the second half of 2027.

TAI-SHAN10

This is a Phase 2 study to investigate the efficacy and safety of birelentinib in combination with a BCL2 inhibitor in participants with CLL/SLL who have not received any systemic therapy. This study consists of two parts: Part A is the safety lead-in phase, and Part B is the dose expansion phase.

Trial objectives. The primary endpoints for this trial are incidences of AEs (Part A) and 2-year PFS rate assessed by investigator (Part B). The secondary endpoints include investigator assessed PFS and ORR.

Trial status. We initiated this Phase 2 trial in October 2025 and expect to obtain preliminary data readout in the third quarter of 2026.

TAI-SHAN16

TAI-SHAN16 is a planned Phase 3, randomized, open-label, multi-center study of birelentinib combined with a BCL2 inhibitor as first-line treatment in patients with CLL/SLL for defined treatment duration. We plan to communicate with CDE regarding the design of this trial in the third quarter of 2026 and initiate this trial in the first half of 2027 following the IND approval.

DLBCL

Beyond CLL/SLL, we are exploring birelentinib's potential in DLBCL. So far, BTK inhibitors have only shown limited clinical efficacy in non-GCB subtype of DLBCL. We hypothesize that incomplete blockade of BCR signaling is the likely reason. By simultaneously inhibiting both BTK and Lyn signaling, birelentinib may overcome these limitations and improve treatment outcomes in r/r DLBCL. This hypothesis was supported by the results from a Phase 2 clinical study evaluating birelentinib monotherapy in r/r DLBCL, TAI-SHAN9, which was presented at the 2025 European Hematology Association ("**EHA**") Congress and the 18th ICML. Significant anti-tumor activities were observed in both GCB and non-GCB DLBCL subtypes.

Market Opportunities and Competitive Landscape

DLBCL is an aggressive malignancy arising from mature B cells and is characterized by diffuse infiltration of large, atypical B cells in lymph nodes or extranodal tissues, making it the most common subtype of NHL worldwide.

R-CHOP (rituximab, cyclophosphamide, doxorubicin, vincristine, prednisone) remains the standard first-line treatment for newly diagnosed DLBCL and cures approximately 50-60% of patients. However, approximately 30-50% of patients experience primary refractory disease or relapse. Outcomes are particularly poor in high-risk subgroups, including patients with double-hit lymphoma ("**DHL**") or triple-hit lymphoma ("**THL**"). Although newer regimens

such as Pola-R-CHP (polatuzumab vedotin replacing vincristine in R-CHOP) have demonstrated improved efficacy in certain settings, a substantial proportion of high-risk patients continue to relapse early, underscoring the persistent unmet need for more effective first-line therapies.

In the relapsed or refractory setting, treatment strategies are stratified by patient eligibility. Salvage chemotherapy followed by autologous stem cell transplantation ("**ASCT**") is typically pursued for fit patients, while CAR-T cell therapies or targeted regimens may be used in transplant-ineligible patients or those who relapse after CAR-T therapy. Despite this expanding therapeutic landscape, outcomes remain poor for key high-risk populations, including patients with primary refractory or quick progressive disease, with DHL/THL genetics, or patients who failed prior CAR-T therapy or ASCT.

A major therapeutic limitation for BTKi in DLBCL is their narrow activity in the non-germinal center B-cell-like ("**non-GCB**") subtype only which accounts for approximately 40-50% of DLBCL cases. This highlights the inadequacy of BTK-only blockade and underscores the need for novel agents capable of delivering broad and durable efficacy across molecular subtypes by overcoming redundant survival pathways.

According to CIC, the global DLBCL drug market grew from US$3.3 billion in 2020 to US$6.0 billion in 2024 at a CAGR of 16.2%. It is projected to further expand to US$24.2 billion in 2035, representing a CAGR of 13.5% from 2024 to 2035. The market size in China increased from US$0.6 billion in 2020 to US$1.2 billion in 2024 at a CAGR of 20.7%, and is expected to reach US$4.6 billion in 2035, reflecting an 13.1% CAGR from 2024 to 2035.

The contemporary DLBCL market is dominated by biologics and cell therapies. There remains no approved small-molecule targeting Lyn/BTK or BCR signaling specifically for DLBCL, and no small-molecule has become a backbone therapy for either 1L or r/r disease. While a few BTK inhibitors show efficacy signals in non-GCB DLBCL, treatment coverage of GCB DLBCL is still underserved. This leaves significant space for differentiated oral agents capable of delivering broad and durable efficacy across DLBCL subtypes of both non-GCB DLBCL and GCB DLBCL.

For details, see "Industry Overview — The Oncology Therapeutics Market — The DLBCL Market."

Competitive Advantages

Meaningful single-agent activity in r/r DLBCL

Under current treatment paradigms, patients with r/r DLBCL have a poor prognosis. Against this backdrop, birelentinib monotherapy demonstrated clinically meaningful anti-tumor activity in its Phase 2 clinical study, TAI-SHAN9, reporting an ORR of 50% as a single agent. Importantly, birelentinib demonstrated activity in both the GCB and non-GCB subtypes of DLBCL, with comparable response rates across subgroups. These findings suggest the potential for broad therapeutic activity across molecularly distinct forms of DLBCL.

Expansion into first-line combination therapy

We are advancing birelentinib beyond the relapsed or refractory setting by evaluating it in first-line combination regimens for DLBCL, including combinations with established chemotherapy, such as R-CHOP, with the objective of improving outcomes by adding dual inhibition of B-cell receptor signaling pathways to standard frontline treatment.

More broadly, the dual inhibition of Lyn and BTK provides a mechanistic rationale for combining birelentinib with other targeted therapies or immune-active agents. This approach is intended to support synergistic regimens in diseases such as DLBCL and follicular lymphoma, where biological heterogeneity is substantial and suppression of multiple signaling pathways may be required to achieve durable disease control.

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of the ongoing and planned clinical trials of birelentinib for DLBCL.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Primary Regions	(Planned) Start Date	(Planned) Data Readout Date
TAI-SHAN9	r/r DLBCL	Mono	2L/2L+	Phase 2	Ongoing	China	March 2024	Study completion in 3Q 2026
TAI-SHAN12	r/r DLBCL	Combo with immuno chemotherapy	1L/2L/ 2L+	Phase 1b/2	Ongoing	China	August 2025	Primary readout in 1Q 2026
TAI-SHAN19	DLBCL	Combo with R-CHOP	1L	Registrational Phase 3	Planned	China and United States	2H 2026	Primary readout in 2030

TAI-SHAN9

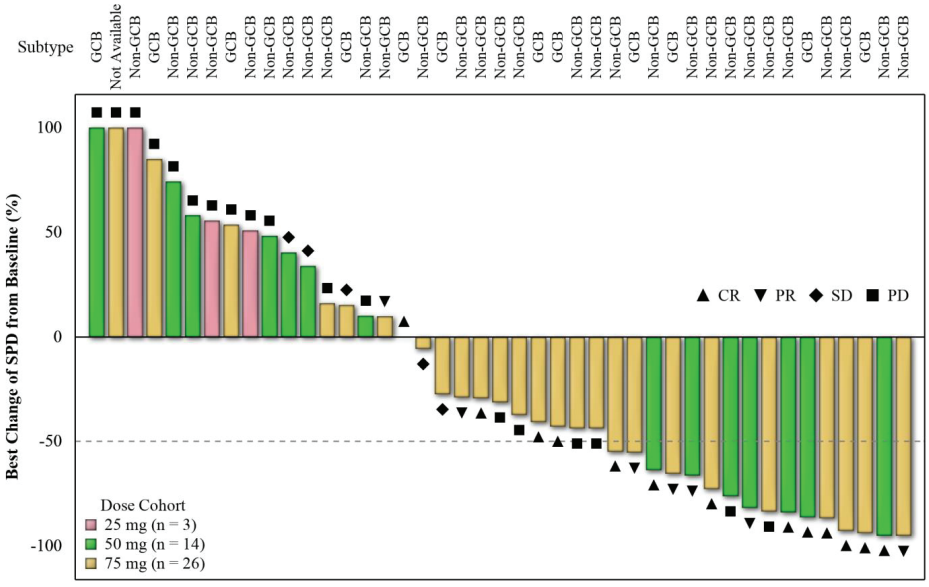
This is a Phase 2, open-label, multicenter study to evaluate the efficacy, safety, tolerability, and pharmacokinetic characteristics of birelentinib in patients with r/r DLBCL. This study consists of two parts: Part A: dose randomization and extension, and Part B: single arm study under RP2D.

Trial objectives. Primary objective of this trial is to evaluate the efficacy of birelentinib in patients with r/r DLBCL. Primary endpoint is ORR assessed by investigator per Lugano 2014 criteria. Secondary objectives are to evaluate safety, efficacy and pharmacokinetics of birelentinib in patients with r/r DLBCL. Efficacy endpoints include CRR, DoR, TTR, and PFS.

Efficacy results as of October 2025. In TAI-SHAN9, birelentinib showed encouraging activity in r/r DLBCL, reporting an ORR of 50% as a single agent and noting similar efficacy between GCB and non-GCB subtypes.

The waterfall plot below shows each patient with best change in tumor burden from baseline in r/r DLBCL across dose cohorts, with response categories annotated on the chart.

Waterfall Plot of Best Change in Tumor Burden From Baseline in r/r DLBCL



Note: CR: Complete Response; GCB: Germinal Center B Cell Like; Non GCB: Non Germinal Center B Cell; PR: Partial Response; SD: Stable Disease; PD: Progressive Disease; SPD: Sum of the Product of the Perpendicular Diameters.

n: Number of participants with at least one change of SPD in the analysis set for each treatment group.

Best percent change from baseline (%) for each participant was calculated as the smallest percent change from baseline (large st decrease) in SPD for target lesions. Positive values indicate tumor growth and negative values indicate tumor reduction.

Dashed line represents the threshold for partial response (50%).

The response shown in the figure represents the best overall response for each participant.

Tumor size assessments post the new anti cancer therapy or documented progressive disease were excluded from the calculation of best change in tumor size. SPD increase more than 100% is presented as 100%.

Source: Presentation at J.P. Morgan Healthcare Conference 2026

Safety results as of April 2025. Birelentinib was well tolerated up to 100 mg QD, with dose-dependent increase in the incidence of Grade 3 or above TRAEs. The most common Grade 3 or above TRAE was thrombocytopenia, and the majority of patients suffering Grade 3 or above TRAEs could recover within one week. There were no reports of atrial fibrillation or significant bleeding. Dose reduction and discontinuation occurred in 2.4% and 2.4% of patients, respectively. There were no deaths as a result of TEAE.

Trial status. We initiated this Phase 2 trial in March 2024, and expect to complete this trial in the third quarter of 2026.

TAI-SHAN12

This is a Phase 1b/2, multicenter study evaluating the efficacy and safety of birelentinib combined with immunochemotherapy in patients with r/r DLBCL. This study consists of 3 arms including birelentinib in combination with R-CHOP, R-GemOx or BR per standard dosing, in 21-day cycles.

Trial objectives. The primary objective for Part A was to evaluate the safety of combination therapy. The primary objective for Part B was to evaluate the efficacy by investigator evaluated ORR according to Lugano 2014 criteria. Other efficacy endpoints included CRR, TTR, DoR, PFS and OS.

Trial status. We initiated this Phase 1b/2 trial in August 2025 and expect to obtain primary readout for this trial in the second quarter of 2026.

TAI-SHAN19

TAI-SHAN19 is a planned Phase 3, randomized, double-blind, multi-center study of birelentinib combined with R-CHOP as first-line treatment in patients with DLBCL. We plan to submit an IND for this trial in the first quarter of 2026 and initiate this trial in the second half of 2026 following the IND approval.

Primary ITP

The dual-pathway coverage of birelentinib may be beneficial to address immune-mediated diseases such as ITP, where pathogenic autoantibody production by B cells and Fc receptor-mediated platelet destruction by macrophages are driven by BTK- and Lyn-dependent signaling cascades. By targeting both kinases, birelentinib provides a mechanistic rationale for evaluation in ITP. We are assessing birelentinib in an ongoing Phase 2 clinical trial, TAI-SHAN11, for r/r primary ITP in China.

Market Opportunities and Competitive Landscape

Primary ITP has several unmet clinical needs driven by its chronic, unpredictable course and the need for durable disease control without excessive treatment burden. First-line steroids/IVIG can raise platelets quickly, but many patients relapse and steroids cause significant toxicity with repeated use. In r/r ITP, TPO-based therapies can be effective but commonly require continuous treatment, may have long-term safety concerns, and cost/access issues. Overall, there is a need for safer, more practical options that deliver sustained platelet responses and reduce steroid dependence. For details, please refer to "— Our Product Portfolio — Golidocitinib — A Commercialized, Next-generation, Highly Selective JAK1 Inhibitor — Primary ITP — Market Opportunities and Competitive Landscape."

Summary of Clinical Trials

The following table sets forth an overview of the ongoing clinical trial of birelentinib for primary ITP.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Region	(Planned) Start Date	(Planned) Data Readout Date
TAI-SHAN11 . . .	r/r primary ITP	Mono	2L/2L+	Phase 2	Ongoing	China	January 2026	Primary readout in 1H 2027

TAI-SHAN11

This is a Phase 2 study evaluating the efficacy and safety of birelentinib in adults with r/r primary ITP.

Trial design. The target population of this study is patients with primary ITP who had failed to respond or relapsed after receiving at least one standard therapy. Participants who meet the inclusion criteria and do not meet the exclusion criteria are randomized to three dose groups (birelentinib 25 mg once every other day, birelentinib 25 mg once daily, and birelentinib 50 mg once daily) in a 1:1:1 ratio. The stratification factor is baseline platelet count ($\geq 15\times10^9$/L or $<15\times10^9$/L).

Trial objectives. The primary endpoint for this trial is ORR at 4 weeks which is the proportion of participants who achieve platelet counts $\geq 50\times10^9$/L on 2 consecutive occasions (separated by at least 7 days) during the first 4 weeks of treatment.

Trial status. We initiated this Phase 2 trial in January 2026 and expect to obtain primary readout in the first half of 2027.

DZD6008 — A Novel, Highly Selective, BBB-penetrant, Fourth-generation EGFR TKI

Overview

DZD6008 is a fourth-generation EGFR TKI designed to address clinical challenges after treatment failure from a third generation EGFR TKI such as osimertinib (Tagrisso®). Patients with sensitizing mutations and relapsed from 3rd generation EGFR TKI face limited treatment options. One of the most dominant resistance mechanisms is the C797X mutation, which prevent covalent inhibitors, such as Osimertinib, binding to its target. CNS is often the 1st site of relapse, suggesting poor BBB-penetration capability of the existing EGFR inhibitors. DZD6008 was designed to address these challenges.

In preclinical models, DZD6008 exhibits potent and consistent inhibitory activity across a broad range of EGFR mutations, including EGFR driver mutations (L858R and exon 19 deletions), resistant double mutations (including T790M/C797S in the context of L858R or exon 19 deletion), and the challenging triple mutations (C797X plus T790M plus L858R or exon 19 deletion). DZD6008 has more than 50-fold selectivity versus wild-type EGFR, and thus provides large safety margin with minimizing wildtype EGFR associated toxicities. With no measurable activities against a panel of ion channels, DZD6008 is expected to have low cardiotoxicity risk have that has been associated with certain third-generation EGFR TKIs.

In addition, DZD6008 is designed to fully penetrate the blood-brain barrier and has demonstrated complete inhibition of tumor growth across multiple EGFR-mutant tumor cell lines and animal models. These properties have been quickly validated in early clinical studies.

In TIAN-SHAN1 and TIAN-SHAN2, the Phase 1/2 clinical studies evaluating DZD6008 monotherapy in EGFR-mutant NSCLC patients conducted in the United States/Australia and China, respectively, early clinical data demonstrated encouraging anti-tumor activity, good tolerability, and clinically meaningful tumor shrinkage in a heavily pre-treated NSCLC population with heterogeneous EGFR-mutations, including those with CNS metastases. In patients with C797X mutations, the ORR was 60% at 60 mg, regardless of prior lines and types of therapies, and the mPFS was >10 months as of January 2025. Moreover, DZD6008 demonstrated high blood-brain barrier penetration, with the ratio of free drug concentration in cerebrospinal fluid ("**CSF**") and plasma slightly over 1.0 consistent with observed clinical efficacy in patients with CNS metastases.

Drug Design and Mechanism of Action

DZD6008 utilizes a novel EGFR binding mode that does not depend on the C797 residue for binding, thereby overcoming the C797X resistance mutation. It employed optimized non-covalent interactions to occupy the ATP-binding pocket with high affinity even in the presence of triple mutations. It is also designed with a specific steric fit that creates an over 50-fold selectivity window for mutant EGFR over wild-type EGFR, sparing the wild-type receptor in normal tissues and thereby minimizing wildtype EGFR-driven toxicities.

Furthermore, DZD6008 has been structurally optimized to exhibit low affinity for efflux transporters, effectively evading the active transport mechanisms that typically restrict the blood-brain barrier penetration of other EGFR TKIs. Clinical PK data from the TIAN-SHAN2 study validates this design, demonstrating that the drug attains concentrations in the central nervous system equal to or exceeding those in the systemic circulation, a characteristic that supports its potential to induce deep intracranial tumor regression and provides a critical therapeutic alternative for patients with CNS metastases.

Market Opportunities and Competitive Landscape

EGFR mutations are the most frequent driver mutations in NSCLC. However, patients with EGFR-mutant NSCLC often face resistance to EGFR TKI treatments. For EGFR TKI–resistant NSCLC patients, the current standard of care is chemotherapy, which offers limited benefit, with patients receiving the therapy achieving an average ORR of 25% to 29%, mPFS of less than six months. These benchmarks underscore why a next-generation EGFR TKI that can overcome resistance while preserving tolerability could represent an important step forward for patients whose disease has progressed on prior targeted therapies.

Additionally, over 2.5 million patients globally develop CNS metastases from tumors each year, with advanced lung cancer patients experiencing the highest rates of brain metastasis. For NSCLC patients who progress after receiving third-generation EGFR TKI treatment, CNS metastases and acquired EGFR resistance mutations are common challenges.

According to CIC, the global EGFR-mutant NSCLC drug market, which encompasses NSCLC harboring classical mutations (not including exon20ins or PACC mutations), grew from US$8.1 billion in 2020 to US$11.0 billion in 2024 at a CAGR of 8.0%. It is projected to further expand to US$24.7 billion in 2035, representing a CAGR of 7.7% from 2024 to 2035.

For details, see "Industry Overview — The Oncology Therapeutics Market — The EGFR-mutant NSCLC Market."

Competitive Advantages

Broad-spectrum mutation coverage for sustained efficacy

DZD6008 is positioned as a broad-spectrum resistance solution because it is designed to inhibit mutation types that are not adequately addressed by prior generations of EGFR TKIs. This breadth is central to its clinical value proposition: rather than targeting a narrow resistance niche, DZD6008 is intended to address a wider set of post-treatment mutations patterns that can arise across from different TKI treatment sequence. By covering classical driver mutations, double-resistance and triple-resistance mutations, it seeks to meet the pressing clinical needs with a single oral targeted drug capable of addressing heterogeneous resistance mechanisms.

In later-line monotherapy for EGFR TKI–resistant patients, early clinical data from TIAN-SHAN1 and TIAN-SHAN2 studies showed encouraging anti-tumor activity in heavily pretreated patients (median of 4.5 prior lines of therapy, ranging from 2 to 8) across diverse EGFR mutation types as well as treatment-naïve EGFR-mutant NSCLC patients. In patients with C797X mutations, the ORR was 60% at 60 mg, regardless of prior lines and types of therapies, and the mPFS was >10 months as of January 2026.

Full blood-brain barrier penetration

DZD6008 is also designed to achieve full blood-brain penetration, enabling it to target CNS metastases most efficiently. Clinical PK data from the TIAN-SHAN2 demonstrates that DZD6008 attains concentrations in the central nervous system equal to or exceeding those in the systemic circulation. This attribute is clinically significant because intracranial disease progression is often the first reason for treatment failures even when extracranial disease appears under control.

Mechanism based combination with in-house ZEGFROVY® to enhance our competitive strength in EGFR mutation driven disease.

ZEGFROVY® is a potent inhibitor of identified resistance mutations to DZD6008. DZD6008 is designed to inhibit EGFR C790X mutation, which is the dominant resistant mutation to ZEGFROVY®. It has been noticed clinically that patients with L858R mutation benefit less from third generation EGFR TKI treatment due to its higher tendency to develop complex resistant mutations, which are highly sensitive to ZEGFROVY®. These findings form the scientific rationale to combine DZD6008 with ZEGFROVY® as an all oral combinational regime. This option is being actively evaluated in our ongoing clinical studies, especially in the first line setting where an all oral, chemo-free, targeted therapy offers clear advantages over FLAURA2 (Osimertinib combined with chemo doublet) and MARIPOSA (cMet-EGFR bi-specific antibody combined with a third generation EGFR TKI).

For details, see "— Our Pipeline — ZEGFROVY® — A globally competitive, commercialized EGFR TKI — In Combination with DZD6008 for EGFR-mutant NSCLC."

Favorable Safety Profile in Clinical Trials

As illustrated in the following table, DZD6008 monotherapy from 20 mg to 90 mg demonstrated favorable safety profile in clinical trials, with the incidences of all grade and higher than grade 3 diarrhea, rash and paronychia lower than those reported by Tagrisso®, the market leader among the third-generation EGFR TKI. This favorable safety profile is a critical advantage for treating earlier disease where tolerability is often the most important consideration. It also decreases the potential additive or synergistic toxicities often associated with combinational therapies. Taking advantage of this, we are actively evaluating DZD6008 in combination with ZEGFROVY® as an all oral combination option.

Incidence of AEs of Special Interests for DZD6008 and Marketed EGFR TKI

	DZD6008 20 mg (N = 7) n (%)		DZD6008 40 mg (N = 69) n (%)		DZD6008 60 mg (N = 79) n (%)		DZD6008 90 mg (N = 11) n (%)		*Tagrisso 80 mg (N=337) n (%)	
	All Grades	Grade ≥ 3	All Grades	Grade ≥ 3	All Grades	Grade ≥ 3	All Grades	Grade ≥ 3	All Grades	Grade ≥ 3
Diarrhea	14.3%	0.0%	14.5%	0.0%	17.7%	1.3%	18.2%	0.0%	47.0%	2.4%
Rash	0.0%	0.0%	15.9%	0.0%	13.9%	0.0%	18.2%	0.0%	40.0%	0.6%
Paronychia	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	37.0%	0.9%

Source: Presentation at J.P. Morgan Healthcare Conference 2026; Tagrisso USPI (2024.2)

Summary of Clinical Trials and Development Plan

The following table sets forth an overview of the ongoing and planned clinical trials of DZD6008.

Study Name	Indication	Mono/Combo	Line of Treatment	Trial Phase	Trial Status	Primary Regions	(Planned) Start Date	(Planned) Data Readout Date
TIAN-SHAN1	Advanced EGFR-mutant NSCLC	Mono	1L/2L/2L+	Phase 1/2	Ongoing	U.S., Australia	May 2025	Dose escalation data readout in 2Q 2026
TIAN-SHAN2	Advanced EGFR-mutant NSCLC	Mono	1L/2L/2L+	Phase 1/2	Ongoing	China	June 2024	Phase 2 data readout in 2Q 2026
TIAN-SHAN7	Advanced EGFR-mutant NSCLC	Combo with chemotherapy	2L/2L+	Phase 2	Ongoing	China	July 2025	Primary readout in 2Q 2026
TIAN-SHAN8	Advanced EGFR-mutant NSCLC	Combo with ZEGFROVY®	1L/2L/ 2L+	Phase 1/2	Ongoing	China	July 2025	Primary readout in 3Q 2026
TIAN-SHAN16	EGFR-mutant NSCLC	Combo with ZEGFROVY®	1L	Registrational Phase 3	Planned	China	1H 2027	NDA submission in 2029

TIAN-SHAN1 and TIAN-SHAN2

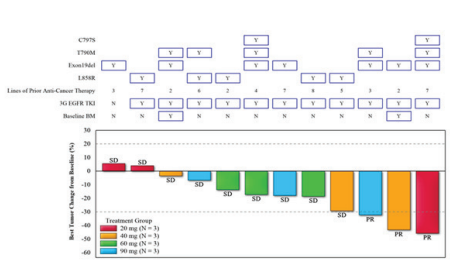
TIAN-SHAN1 is a multinational Phase 1/2, open-label study of DZD6008 for advanced EGFR-mutant NSCLC, conducted in the U.S. and Australia. TIAN-SHAN2 is a Phase 1/2 study with the similar design, conducted in China. These are standard first-in-human studies with dose escalation in previously treated patients. Food effect is also assessed as part of the study.

Trial status. We initiated TIAN-SHAN1 in May 2025 and expect to obtain data readout for the escalation stage in the second quarter of 2026. We initiated TIAN-SHAN2 in June 2024, obtained Phase 1 (Part A) data readout in March 2025 and expect to obtain Phase 2 (Part B) data readout in the second quarter of 2026.

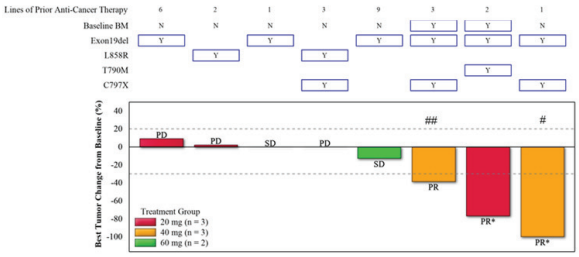
Efficacy results as of January 2026. As of January 2026, in patients with C797X mutations enrolled in TIAN-SHAN1 and TIAN-SHAN2 studies, the ORR was 60% at 60 mg, regardless of prior lines and types of therapies, and the mPFS was over 10 months as of January 2026. DZD6008 also demonstrated clear penetration of the blood-brain barrier, with the cerebrospinal fluid drug concentrations slightly exceeding free plasma concentrations, supporting its potential to address intracranial disease.

The waterfall plots below show the best percentage change from baseline in tumor size for each patient in TIAN-SHAN1 and TIAN-SHAN2, respectively.

Waterfall Plot of Best Tumor Change



China cohort (TIAN-SHAN1)

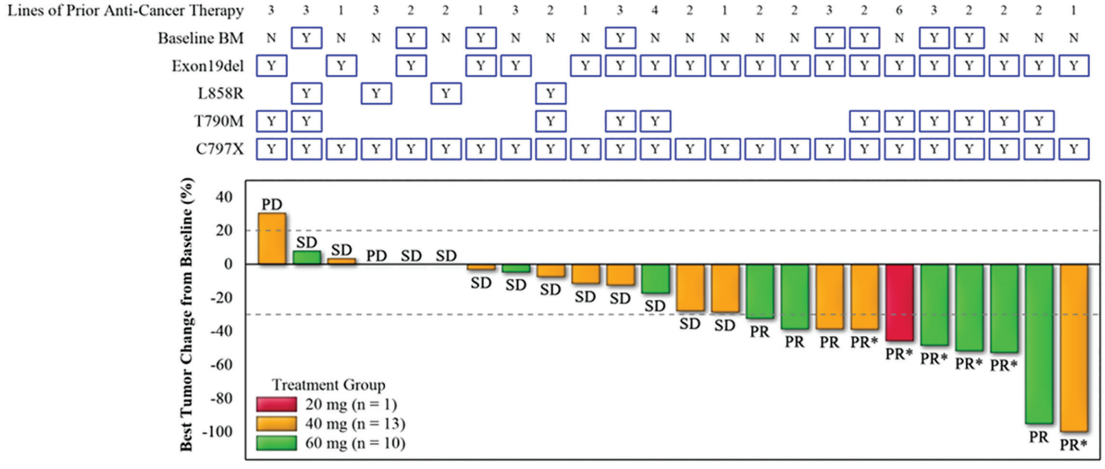


Ex-China cohort (TIAN-SHAN2)

Source: Presentation at J.P. Morgan Healthcare Conference 2026

The waterfall plot below shows the best percentage change from baseline in tumor size for each patient with C797X mutation in the monotherapy cohort, illustrating the distribution of tumor shrinkage and progression across dose groups.

Best Tumor Size Change in Patients with C797X Mutations



Note: CR: Complete Response; N: Number of participants in the analysis set for each treatment group; PD: Progressive Disease; PR: Partial Response; SD: Stable Disease.

*Best percent change from baseline (%) for each participant was calculated as the smallest percent change from baseline (largest decrease) in sum of the longest diameter ("**SLD**") for target lesion. Positive values indicate tumor growth and negative values indicate tumor reduction.*

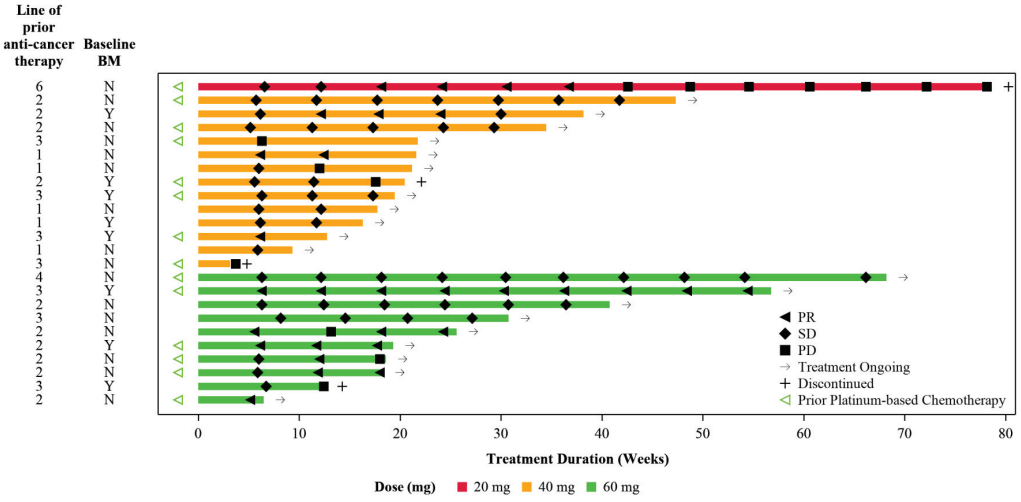
Dashed lines represent the threshold for progressive disease (20%) and partial response (-30%).

*Best overall response was displayed in the plot, * was a confirmed response.*

Source: Presentation at J.P. Morgan Healthcare Conference 2026

The swimmer plot below shows treatment duration over time for individual patients with C797X mutations in the monotherapy cohort, with response status annotated to visualize durability on treatment.

Treatment Duration and Response Status in Patients with C797X Mutations

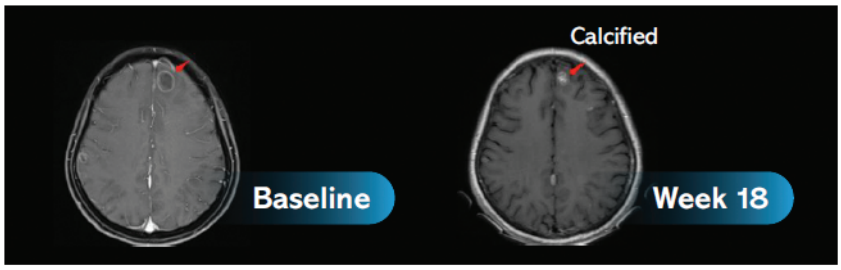


Note: CR: Complete Response; PD: Progressive Disease; PR: Partial Response; SD: Stable Disease.

Source: Presentation at J.P. Morgan Healthcare Conference 2026

The paired brain imaging panels below illustrate an example of partial response of the intracranial tumor, comparing baseline with the Week 18 assessment in a patient who had not received prior radiotherapy.

Baseline vs. Week 18 Brain Imaging Demonstrating Intracranial Partial Response (No Prior Radiotherapy)



Source: Presentation at J.P. Morgan Healthcare Conference 2026

TIAN-SHAN7

This is a Phase 2, open-label, multicenter study to assess the safety, tolerability, pharmacokinetics, and anti-tumor efficacy of DZD6008 in combination with chemotherapy in patients with EGFR-mutant locally advanced or metastatic NSCLC in China.

Trial design. This study includes Part A and Part B. In Part A, EGFR TKI pretreated patients will be enrolled into A1 cohort (DZD6008 combined with pemetrexed and carboplatin) and A2 cohort (DZD6008 combined with docetaxel).

In Part B, treatment-naïve patients with locally advanced or metastatic NSCLC with classical EGFR mutations will be enrolled and receive DZD6008 combined with carboplatin and pemetrexed treatment at selected dose.

Participants will receive repeated daily dosing of DZD6008, and chemotherapy (upon enrolled cohort) every 3 weeks, until disease progression, intolerable AEs, discontinuation criteria are met, withdrawal of consent, or study termination.

Trial status. We initiated this Phase 2 trial in July 2025 and expect to obtain primary readout for this trial in the second quarter of 2026.

TIAN-SHAN8 and TIAN-SHAN16

For details about TIAN-SHAN8 and TIAN-SHAN16 assessing the combination therapy of DZD6008 and ZEGFROVY®, see "— Our Pipeline — ZEGFROVY® — A globally competitive, commercialized EGFR TKI — In Combination with DZD6008 for EGFR-mutant NSCLC."

GW5282 — A Next-generation EZH1/2 Dual Inhibitor

Overview

GW5282 is a next-generation EZH1/2 (Enhancer of Zeste Homolog 1 and 2) dual inhibitor. This molecule has a dual-target mechanism, simultaneously inhibiting EZH1 and EZH2 with equal potency, which prevents the tumor from utilizing a compensatory activation pathway to escape treatment.

EZH2 is a clinically validated target for multiple hematological and solid tumors. Our translational science research showed that inhibiting EZH2 alone could not completely block the pathway as the EZH1, the other closely related gene family member, often compensates EZH2 activity. Approved EZH1-only inhibitors suffer from another deficiency, too short human blood half-life. Consequently, a much higher dose is necessary in order to cover the target, which causes typical high dose-related bone marrow toxicities. GW5282 stands out as a next-generation therapy that addresses the key limitations of these existing EZH2-only inhibitors. GW5282 was designed to inhibit both EZH1 and EZH2 with equal potencies but spare other non-targeting genes. Available clinical data fully validated our molecular design properties, including a longer half-life, improved absorption and oral bioavailability, and much lower bone marrow toxicities. With these improvement, we are able to reduce the patient's pill burden from over 14 pills to just one or two pills daily, enhancing patient compliance. Our strategic focus for this molecule is directed toward solid tumors, including lung cancer, for which we have validated preclinical evidence.

We are developing GW5282 for the treatment of r/r NHL as well as solid tumors, including prostate cancer, lung cancer, ovarian and endometrial cancers.

r/r NHL

In many NHL, EZH2 is abnormally high or hyperactive, leading to excessive H3K27me3 and inappropriate silencing of genes that normally restrain tumor growth, which is why elevated EZH2 is often linked with worse outcomes. In follicular lymphoma ("**FL**") and DLBCL, gain-of-function EZH2 mutations further increase this gene-silencing activity, driving abnormal repression of target genes, promoting stem-cell-like programs, and supporting malignant transformation. As a result, blocking EZH2 has emerged as a promising anti-cancer strategy to reduce aberrant H3K27 methylation and re-enable suppressed tumor-control pathways.

GW5282 significantly reduce H3K27me3 levels in cells and demonstrates strong anti-tumor activity across NHL models in both in vitro and in vivo preclinical models. GW5282 is currently in Phase 1/2 clinical study to assess its safety, tolerability, pharmacokinetics, and anti-tumor efficacy in patients with r/r NHL in China. Tumor shrinkage was observed at the starting dose of 40mg, twice daily ("**BID**"). At this dose, more than 90% inhibition of the pharmacodynamic marker was achieved. No dose-limiting toxicities were observed up to 120mg, BID.

Market Opportunities and Competitive Landscape

Lymphoma is a group of malignant tumors originating from lymphocytes. It is mainly characterized by painless lymph node enlargement, hepatosplenomegaly, and involvement of various organs throughout the body, accompanied by symptoms such as fever, night sweats, and unexplained weight loss. Lymphomas are classified into NHL and Hodgkin lymphoma ("**HL**"), with NHL accounting for about 80-90%. r/r NHL patients are often resistant to multiple lines of therapy, especially those resistant to targeted drugs (for example, BTK, BCL2 inhibitors). Salvage options are limited and toxic, with a median overall survival of only 6-12 months.

Competitive Advantages

A highly selective and potent EZH1 and EZH2 dual inhibitor. Apart from Valemetostat, which is approved only in Japan for the treatment of r/r ATL and r/r PTCL, no other EZH1/2 inhibitors have been approved globally for the treatment of r/r NHL. GW5252 exhibits similar and potent inhibition of EZH1 and EZH2, as well as various gain-of-function mutations in EZH2, which may potentially overcome the insufficient efficacy of EZH2-only inhibitors due to compensatory activation of EZH1.

Excellent methyltransferases selectivity. Among 36 human methyltransferases, GW5282 exhibits high selectivity, specifically inhibiting only EZH1 and EZH2, which holds promise for reducing off-target toxicity in the clinic.

Favorable DMPK profiles differentiate GW5282 from other EZH inhibitors. Nearly completed (>90%) pharmacodynamic biomarker (H3K27me3) modulation was achieved at the starting dose of GW5282 40 mg BID.

Summary of Clinical Trial and Development Plan

The following table sets forth an overview of the ongoing clinical trial of GW5282 for r/r NHL.

Study Name	Indication	Monotherapy/ Combination Therapy	Line of Treatment	Trial Phase	Trial Status	Region	Start Date	Next milestone
BEI-DOU1	r/r NHL	Monotherapy	r/r	Phase 1/2	Ongoing	China	June 2025	Determining RP2D in 2Q 2026

BEI-DOU1

This is a Phase 1/2, open-label, multicenter study to evaluate the safety, tolerability, pharmacokinetic characteristics, and anti-tumor efficacy of GW5282 in patients with r/r NHL.

Trial design

This is a first-in-human ("**FIH**") study targeting patients with r/r NHL. The study will initially utilize a BOIN design to determine the safe dosage range of GW5282 monotherapy in the NHL patients and preliminarily identify the recommended dose. Subsequently, the cohort will be expanded at this selected dose to further assess the efficacy of GW5282 monotherapy in r/r NHL.

Trial objectives

The study objectives include (i) to evaluate the safety and tolerability of GW5282 in patients with NHL, (ii) to characterize the PK profile of GW5282 after single and multiple dosing, (iii) to perform a preliminary assessment of the anti-tumor activity of GW5282 in patients with NHL.

Trial status

We initiated this trial in June 2025 and expect to determine RP2D in the second quarter of 2026.

Solid tumors

We are developing GW5282 for the treatment of solid tumors, including prostate cancer, lung cancer, ovarian and endometrial cancers.

Market Opportunities and Competitive Landscape

Prostate cancer is a major cancer for male worldwide and its prevalence is rising in China. When existing treatments fail, patients face ongoing progression and a high risk of bone metastases, creating strong unmet clinical need.

Lung cancer is the most common cancer worldwide. Lung cancer patients with driver mutations are mainly treated with targeted tyrosine kinase inhibitors, while those without driver mutations rely on chemotherapy, anti-angiogenic drugs, or immunotherapy. Even though immunotherapy has improved outcomes, many patients still progress within about a year, and there is currently no globally approved standard treatment after immunotherapy resistance.

Ovarian and endometrial cancers also see significant unmet needs: despite options such as immune checkpoint inhibitors and PARP inhibitors, relapse and drug resistance are common, leading to poor prognosis and low 5-year survival. As a result, novel therapies for these solid tumors are urgently needed.

A promising approach focuses for these solid tumors on the epigenetic regulator EZH2, the catalytic core of the PRC2 complex that drives H3K27 trimethylation and abnormal gene silencing in cancer.

This biology is relevant across several solid tumors. In castration-resistant prostate cancer, EZH2 activity appears to promote progression, and early clinical data suggest that combining an EZH2 inhibitor (mevrometostat) with enzalutamide can benefit patients whose disease is resistant to abiraterone or enzalutamide. In lung cancer, preclinical studies suggest EZH2 inhibition may increase sensitivity to certain chemotherapies and reduce tumor growth in specific mutation contexts. In gynecologic cancers, ARID1A mutations are frequent in ovarian clear cell and endometrioid tumors, SMARCA4 mutations are common in SCCOHT, and EZH2 or EZH1/2 inhibition has shown synthetic-lethal effects in models, with early clinical signals of anti-tumor activity in patients carrying these alterations.

Competitive Advantages

Optimized PK properties for improved compliance

One of the key advantages of GW5282 is its longer half-life, which addresses a significant flaw in many existing EZH2-only inhibitors. Some current EZH2-only inhibitors require patients to take multiple pills daily due to poor pharmacokinetic profiles. In contrast, the pharmacokinetics of GW5282 is expected to reduce the daily pill count from more than 14 tablets to just one or two, which may improve treatment adherence, enhancing both convenience and the potential for sustained efficacy over time.

Summary of Clinical Trial and Development Plan

The following table sets forth an overview of the planned clinical trial of GW5282 for advanced solid tumors.

Study Name	Indication	Monotherapy/ Combination Therapy	Line of Treatment	Trial Phase	Trial Status	Region	Planned Start Date	Next milestone
BEI-DOU2	Solid tumors	Monotherapy	r/r	Phase 1/2	Ongoing	China	January 2026	Determining RP2D in 3Q 2026

BEI-DOU2

This is a Phase 1/2, open-label, multicenter study to evaluate the safety, tolerability, pharmacokinetic characteristics, and anti-tumor efficacy of GW5282 in patients with advanced solid tumors.

Trial design. This study will enroll patients with advanced solid tumors who have progressed on, or are intolerant to, standard therapy. The study will initially employ a BOIN design to determine the safe dosage range of GW5282 monotherapy and to identify a preliminary recommended dose. The cohort will subsequently be expanded at this dose level to further observe the efficacy of GW5282 monotherapy in patients with advanced solid tumors.

Trial objectives. The study objectives include (i) to evaluate the safety and tolerability of GW5282 in patients with advanced solid tumors and to determine the MTD and the recommended dose(s), (ii) to characterize the PK profile of GW5282 following single and multiple doses, and (iii) to perform a preliminary assessment of the anti-tumor activity of GW5282 in patients with advanced solid tumors.

Trial status. We initiated this trial in December 2025 and expect to determine RP2D in the third quarter of 2026.

DZD1516 — A Highly Selective HER2 TKI that Addresses CNS Metastases and Loss of HER2 Extracellular Domain

DZD1516 is an orally available, reversible, and highly selective small-molecule HER2 TKI that addresses some of the most pressing challenges in treating HER2-positive breast cancer, particularly in patients with CNS metastases and those experiencing HER2 loss. By providing a novel mechanism of action and enhanced CNS penetration, DZD1516 represents a promising therapeutic approach for patients who have limited treatment options with current therapies.

A significant clinical challenge in HER2-positive breast cancer is the high rate of CNS metastases, affecting 50-60% of advanced breast cancer patients. CNS metastasis in HER2-positive breast cancer is associated with poor prognosis, as many current therapies are unable to effectively treat tumors that spread to the brain.

A critical differentiator for DZD1516 is its ability to cross the blood-brain barrier, a major hurdle in treating CNS metastases. In preclinical studies, DZD1516 demonstrates robust penetration into the brain, positioning it as a highly promising option for treating HER2-positive breast cancer patients with CNS metastases. This unique capability gives DZD1516 the potential to address both systemic disease and CNS metastases in a way that current therapies cannot.

Another challenge in treating HER2-positive breast cancer is the phenomenon of loss of HER2 extracellular domain. Tumor cells may lose expression of HER2 extracellular domain due to drug acquired or de novo HER2 extracellular domain mutations, rendering antibody-based therapies ineffective. This further complicates the treatment of patients who initially respond to HER2-targeted therapies but later develop resistance.

Unlike antibody-based therapies that rely on binding to HER2 excellular domain, DZD1516 functions on intracellular kinase domain, which is not affected by loss of HER2 extracellular domain, making it a promising treatment option for cases of lose of HER2 extracellular domain. This mechanism of action allows DZD1516 to remain effective even when tumor cells no longer respond to antibody-based therapies, addressing a significant gap in current treatment options.

We plan to initiate a Phase 2, multicenter, randomized controlled study to evaluate the safety, tolerability, and anti-tumor activity of DZD1516 in combination with trastuzumab emtansine (T-DM1) in patients with metastatic HER2 positive (HER2+) breast cancer.

DZD2269 — A Highly Selective A2aR Antagonist

DZD2269 is an innovative, highly selective adenosine A2a receptor ("**A2aR**") antagonist. As of the Latest Practicable Date, there were no approved A2aR antagonists globally.

Adenosine, an endogenous immunosuppressive molecule, is typically present at low concentrations in normal tissues or blood. However, in the tumor microenvironment ("**TME**"), its concentration can be elevated by more than 1,000 times.

Preclinical and clinical studies indicate that DZD2269 effectively blocks adenosine/A2aR-mediated signaling pathways in a dose-dependent manner. A Phase 1 clinical trial of DZD2269 conducted in healthy volunteers demonstrated that DZD2269 can successfully inhibit the activation of these pathways. Importantly, at a dose of 160 mg, no drug-related adverse effects were observed, and the drug exhibited favorable safety and tolerability profiles. These early clinical findings support the continued clinical development of DZD2269 for use in oncology, where the A2aR pathway plays a significant role in immune suppression within the TME.

We completed a Phase 1, open-label, multicenter study to assess the safety, tolerability, pharmacokinetics and anti-tumor efficacy of DZD2269 in patients with metastatic castration resistant prostate cancer and a Phase 1 randomized, double-blind, placebo-controlled study to assess the safety, tolerability, and pharmacokinetics of DZD2269 oral tablet following single and multiple ascending dose administration in healthy adult participants. We plan to initiate combination study of DZD2269 in the second half of 2027.

RESEARCH AND DEVELOPMENT

We recognize that research and development are vital to our future growth and maintaining a competitive edge in the global biopharmaceutical industry. Leveraging our proprietary translational science research capabilities, we explore intricate biological pathways, potential drug targets and disease etiology to pursue source innovation-driven research and development, with the objective of delivering first-in-class medicines and breakthrough therapeutic modalities. We have established an integrated R&D platform with comprehensive in-house capabilities spanning the entire innovative drug development continuum, from early discovery through late-stage development. Our capabilities encompass drug target discovery and mechanism validation, translational science research, molecular design and compound screening, preclinical studies, chemistry, CMC, as well as clinical trial design and execution.

Our research and development capabilities are exemplified by our highly skilled and experienced R&D team, which is led by distinguished scientists and clinicians, including Dr. Zhang, our CEO, who has over 25 years of experience and is considered an influential figure in China's pharmaceutical industry. We conduct research and development activities primarily through our in-house R&D team and engage CROs from time to time to support our preclinical research and clinical trials. Our R&D capabilities are demonstrated by a strong portfolio of issued patents and patent applications in China and around the globe. For details, see "— Intellectual Property Rights" and Appendix VI to this document. In line with our commitment to innovation and technology breakthroughs, we invested heavily in R&D activities. For the years ended December 31, 2023, 2024 and the nine months ended September 30, 2024 and 2025, our research and development expenses amounted to RMB805.6 million, RMB723.7 million, RMB567.7 million and RMB644.2 million, respectively, accounting for 64.8%, 54.6%, 56.3% and 54.3% of our operating expenses, respectively.

Integrated Platform

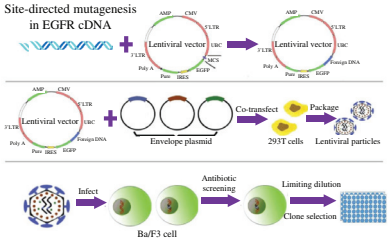
We attribute the strength of our product portfolio to the integrated technology platform that we have continued to strengthen over the eight years since our inception. We operate this platform under a disciplined, hypothesis-driven framework that is applied consistently across programs. We set clear "Go — No Go" criteria tied to clinical and translational milestones. This approach allows us to invest resources only in programs that show a strong scientific rationale and a realistic opportunity to achieve global first-in-class or best-in-class differentiation.

Our integrated technology platform seamlessly connects translational science, precision molecular design, and predictive clinical pharmacology into a unified workflow.

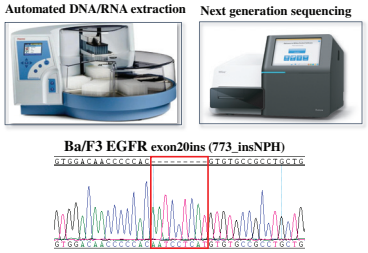
Translational science. We leverage a comprehensive library of over 1,500 cell lines, alongside proprietary disease models that best mimic human diseases with defined biological relevance. These models encompass transgenic and driver-mutation validation models, surgical CNS metastasis models with an intact BBB, and a short oral absorption model designed for rapid DMPK readouts. By utilizing these models and a variety of technologies, including cell engineering, sequencing, and high-throughput screening, we can accurately predict clinical activities and meticulously validate the intricate relationship between targets and diseases. These capabilities enable us to define a clear candidate drug target profile, as well as to identify and validate predictive biomarkers that guide patient selection, response prediction, and safety monitoring. It has played a pivotal role in programs such as ZEGFROVY® and golidocitinib, where translational data directly linked molecular mechanisms to disease pathology, enabling informed candidate selection and early go/no-go decision-making. The following graphic sets forth the features of our translational science platform.

Translational Science Platform

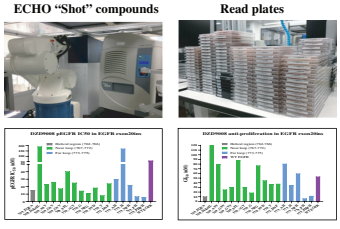
Cell Engineering



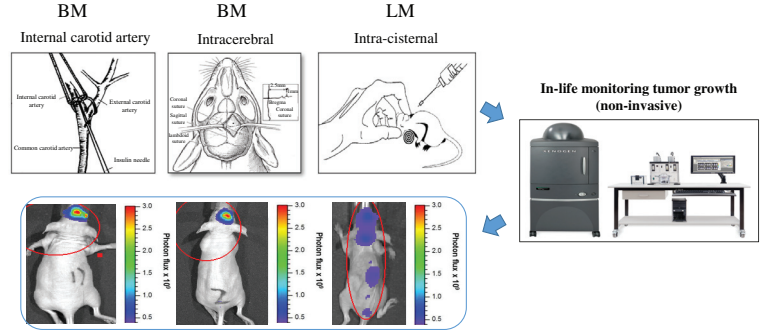
Sequencing



High Throughput Screening

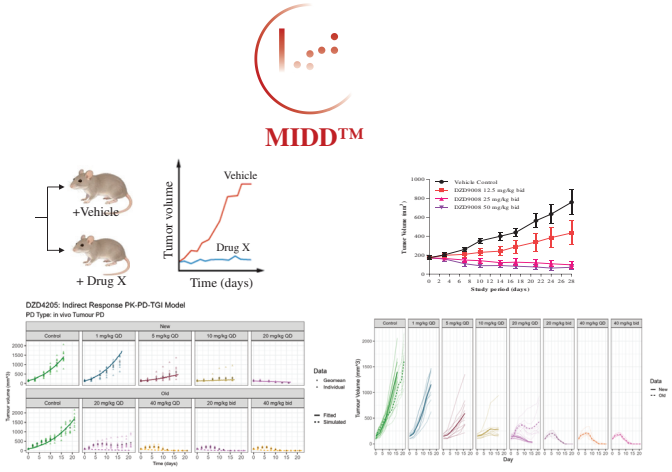


Brain metastasis



Precision molecular design. We transform the candidate drug target profiles defined by translational research into optimized molecular entities through structure-based and computer-aided design methodologies. Combining extensive medicinal chemistry expertise with advanced modeling and simulation tools, we have precise control over multiple design parameters, including potency, selectivity, safety, and full blood-brain barrier penetration. By iteratively refining molecular scaffolds, we achieve balanced pharmacokinetic and pharmacodynamic profiles and improved developability. This precision-engineering approach has been instrumental in advancing differentiated products such as ZEGFROVY® and DZD6008, both characterized by high target selectivity and favorable safety margins.

MIDD. As our pipeline products progress, we incorporate model-informed drug development ("**MIDD**") to seamlessly bridge preclinical insights with clinical performance. By integrating translational PK/PD and mechanistic data, we can accurately predict human PK, PD, and exposure response relationships. It supports precise dose selection, dosing-regimen optimization, and proactive safety evaluation, including drug-drug interaction assessment and special-population guidance. This approach also enhances trial design efficiency and overall program speed — exemplified by ZEGFROVY®, which completed dose escalation in only four cohorts and achieved market approval in under four years from first-patient-in. The following graphic sets forth the details of the MIDD framework.



In-house R&D Team

Our in-house R&D capabilities, built on our integrated platform, give us control and visibility over our R&D process, and enable us to ensure the quality and efficiency of our drug development programs.

As of September 30, 2025, our in-house R&D team consisted of 292 members, among whom 53.4% held master degrees and 19.5% held doctoral degrees, mainly in chemistry, biology, pharmacy, statistics and clinical medicine. Our creative and globally-oriented core management and R&D team leads and oversees all aspects of our drug development and commercialization efforts. Our core management team is composed of industry veterans with experiences from AstraZeneca, BMS, Eli Lilly, MSD, Pfizer, Roche, Sanofi, BeOne Medicines (formerly known as BeiGene), among others, and a proven track record of successful discovery, development and commercialization of innovative drugs.

R&D Process

Before initiating an R&D project, we conduct comprehensive market assessments to evaluate whether the potential product candidate addresses unmet medical needs and has sound commercial feasibility. We determine our R&D priorities by balancing clinical value and market prospects, having regard to potential market size, competition and likelihood of successful development.

At project initiation, we define key evaluation dimensions, including core, advantageous and non-core attributes, to ensure disciplined decision-making. Guided by our R&D logic of "identifying needs, elucidating mechanisms and achieving feasibility," we aim to develop drug candidates with clear target-disease mechanisms and practical clinical potential. Our R&D philosophy integrates translational science, clinical needs and market competition, allowing us to prioritize programs with high probability of success, meaningful differentiation and commercial potential.

The following summary highlights the key steps of our in-house R&D process for innovative drug development:

- ***Drug discovery and development.*** Before initiating a project, we adopt a clinically driven R&D approach to identify therapeutic targets addressing concrete and evolving clinical needs. We conduct in-depth research into disease mechanisms, foreseeable changes in the next five to ten years, and the development status of competing products. Once a clinical issue is clearly defined, our scientists propose potential targets and testable scientific hypotheses based on existing knowledge and research experience. Guided by these hypotheses, we design and perform a series of experiments across protein, cellular and animal levels to validate or refine the target-disease relationship, which represents one of our core research capabilities. Upon project establishment, our R&D team designs targeted experiments for each research stage, conducts high-throughput screening of thousands to millions of compounds, and identifies and optimizes lead compounds. Through iterative optimization, we select two to three promising candidates with differentiated characteristics, during which relevant biomarkers are validated and refined.

- ***Preclinical studies.*** Our preclinical development comprises a series of studies on candidate compounds, including pharmacodynamic, pharmacokinetic, safety pharmacology, toxicology, and chemistry, manufacturing and controls ("**CMC**") studies. These studies are designed to comprehensively assess the pharmacological activity, pharmacokinetic profile, and safety characteristics of candidate compounds.

  We also take into account the specific requirements of the jurisdictions where our Phase 1 clinical trials will be conducted and complete the corresponding studies in compliance with applicable regulatory standards. All toxicology studies are carried out in accordance with Good Laboratory Practice ("**GLP**") requirements.

- ***IND application.*** At the IND application stage, we prepare and compile the required documentation in accordance with the regulatory requirements of the relevant jurisdictions, and submit applications for approval to initiate clinical trials for our investigational new drugs.

- ***Clinical development.*** Upon obtaining regulatory approval to initiate clinical trials, our investigational new drugs enter the clinical development stage, which generally consists of Phase 1, Phase 2 and Phase 3 clinical trials. Phase 1 clinical trials are early-stage studies primarily designed to evaluate pharmacology and human safety, focusing on tolerance and pharmacokinetics to support dosing regimen determination. Phase 2 clinical trials aim to explore the preliminary efficacy and safety of the drug in patients with the target indication and to inform trial design and dosing schemes for Phase 3 studies. Phase 3 clinical trials are confirmatory studies conducted to further verify the therapeutic efficacy and safety profile of the drug, assess the overall benefit-risk relationship, and provide key evidence for new drug registration applications. During clinical development, we conduct trials in full compliance with study protocols and Good Clinical Practice ("**GCP**") guidelines, and maintain close coordination with clinical sites and investigators to ensure data accuracy and timely progress.

- ***NDA submission and approval.*** Upon completion of clinical trials, if the results meet expectations and the safety and efficacy of the drug are confirmed, and the manufacturing conditions comply with relevant GMP requirements, we submit a New Drug Application ("**NDA**") to the competent regulatory authorities for marketing approval. The new drug may be commercially launched after obtaining such approval.

- ***Post-marketing studies.*** After the marketing approval of a new drug, we may conduct post-marketing studies to evaluate its efficacy and adverse reactions under broader real-world usage conditions. Such studies aim to assess the benefit-risk profile in general or specific populations and to explore potential improvements in dosing regimens. Post-marketing studies are primarily conducted on a voluntary basis and may cover Phase 4 clinical studies, post-marketing surveillance and re-evaluation, or other research required or recommended by regulatory authorities.

For further details about the laws and regulations related to the registration o pharmaceutical products in China, see "Regulatory Overview — Overview of Laws and Regulations in the PRC — Laws and Regulations in Relation to New Drugs.

Collaboration with CROs

As a supplement to our in-house clinical capabilities, we also collaborate with reputable CROs worldwide to manage, conduct, and support our clinical trials. The services they provide under our supervision include site management, patient recruitment and data management for our clinical trials, as well as preclinical and clinical laboratory testing and other specialized tasks aligned with our needs.

We engage CROs based on a comprehensive evaluation of multiple criteria, including their technical capabilities, relevant therapeutic area expertise, track record of service excellence, operational efficiency, market standing, their long-term relationship with us and cost-effectiveness. We execute tailored service agreements with our CROs on a project-specific basis, which set forth the precise scope of services, operational procedures, expected deliverables, project milestones, and payment arrangements. We maintain rigorous oversight of our CRO partners to ensure their activities align with our study protocols, meet all regulatory standards, and comply with applicable legal requirements, thereby safeguarding the quality and reliability of data generated from our clinical trials and studies.

Below is a summary of the key terms of a typical agreement we enter with our CROs:

- ***Services.*** In line with industry practice, CROs support us in matters such as trial management and compliance with regulatory requirements.

- ***Term.*** The CROs are required to perform their services within the prescribed time limit set out in each work order.

- ***Payments.*** We are required to make payments to the CROs in accordance with a payment schedule agreed by the parties.

- ***Intellectual property rights.*** All clinical results, reports, publications, and related rights and interests, including all intellectual property rights in connection with the performance of the agreements, are owned by us.

- ***Confidentiality.*** The CRO is required to keep confidential all the data, information or contents we distributed to them related to the project specified in the agreement, and such obligation may survive the termination of the cooperation agreement.

MANUFACTURING

We have historically engaged, and will continue to engage, industry-recognized CDMOs for certain aspects of our commercial production and clinical manufacturing.

We selected our CDMO partners after thoroughly evaluating factors such as manufacturing capacity and qualifications, service and product quality, reputation, costs, and alignment with our R&D objectives. To monitor and evaluate the partner's performance, we have implemented internal controls to ensure full compliance with applicable regulatory requirements and our internal quality management system. Our agreement with CDMOs specify detailed manufacturing procedures and requirements to ensure compliance with our stringent quality standards. Below is a summary of the key terms of a typical agreement we enter with our CDMO partners:

- ***Services.*** Production of active pharmaceutical ingredients, drug candidates or drugs as specified in the master agreement or a work order.

- ***Term.*** The term of our agreement with the CDMOs is generally three to five years. The CDMOs are required to perform their services prescribed timeframe set out in the master agreement or a work order.

- ***Payments.*** We are required to make payments to the CDMOs in accordance with the payments schedule set forth in the agreement, which is typically linked to the stages of the manufacturing process and the deliverables we receive.

- ***Intellectual properties.*** We own all intellectual property rights relating to our products arising from the outsourced manufacturing processes.

For risks relating to our relationship with CDMOs, see "Risk Factors — Risks Relating to Dependence on Third Parties — We rely on third parties to conduct the manufacturing of our marketed products and drug candidates during the Track Record Period, and any disruption, quality issue or capacity constraint at such third parties could adversely affect our business, financial condition and results of operations."

To enhance production efficiency, strengthen quality control and optimize cost structure, we are transitioning toward in-house manufacturing. Through vertical integration, we aim to achieve refined control and improved efficiency across the production process, and capture economies of scale as our commercial products expand. We expect this transition to enable us to align manufacturing planning more closely with R&D and commercialization needs, accelerate the scale-up of future products, and enhance overall capital utilization efficiency.

In line with this strategy, we have completed the construction of our manufacturing facility in Wuxi, Jiangsu in October 2025, which is designed to meet GMP requirements of China and the United States and has an annual capacity of approximately 70 million tablets and 20 million capsules. The facility obtained the Drug Manufacturing License in December 2025,

with process transfer and validation to follow, and commercial production targeted to begin in 2027. The Wuxi facility will enable us to form a fully integrated industrial chain covering preclinical research, clinical development and commercial-scale manufacturing, supporting growing domestic and international demand while establishing a cost-competitive and scalable production foundation for future commercialization. The synergies between our R&D and manufacturing teams will further drive process innovation, cost competitiveness and sustainable profitability.

The following table sets forth a summary of our manufacturing facility in Wuxi.

Facility Location	Site area	GFA	Major products to be produced	Production capacity[(1)]
	(sq.m.)	*(sq.m.)*		
Wuxi, Jiangsu province	62,234.2	37,739	Our small-molecule innovative drugs including ZEGFROVY®, golidocitinib and other drug candidates	70 million tablets and 20 million capsules

Note:

(1) The production capacity of our production line is calculated based on 250 effective working days per year on a single-shift basis (i.e. 8 hours per day).

QUALITY MANAGEMENT

We believe that a robust quality management system is fundamental to ensuring the safety, efficacy and quality consistency of our products. Our quality system has been established in accordance with the ICH Q10 Pharmaceutical Quality System model and other applicable ICH guidelines, including ICH Q8 and Q9, as well as the NMPA regulatory requirements under the Marketing Authorization Holder ("**MAH**") regime. Our quality system also complies with the applicable laws, regulations and industry standards, including but not limited to the Drug Administration Law, Good Manufacturing Practice ("**GMP**"), Good Supply Practice ("**GSP**") and Good Pharmacovigilance Practice ("**GVP**"), and is continuously upgraded in line with the latest regulatory developments. Our quality framework covers a broad spectrum of areas including quality management system, organization and personnel, infrastructure, data and documentation, audits and inspections, outsourced activities, supplies and materials management, complaints and product recall, processes and controls, qualification and validation, and quality control. Necessary supervisions are implemented throughout the product life cycle, and, coupled with knowledge management and risk management, facilitate science- and risk-based decision-making related to product quality.

We have established a Quality Department with over 30 professionals for MAH and site quality management as of September 30, 2025. The department oversees the operation of the quality system across R&D, manufacturing, testing, storage and distribution, ensuring adherence to GMP, GSP and GVP regulations, as well as the GCP requirements in clinical trial phase. It is responsible for drafting, revising and reviewing quality documents and reports, approving or rejecting raw materials and finished products, investigating deviations, monitoring suppliers and contractors, and maintaining data integrity. The regular internal audit is required and conducted to ensure effective operation of the quality system and its continuous improvements. The authorized quality person is responsible for the final release of MAH products, ensuring that all of our products on the market meet the approved quality standards.

Key aspects of our quality control and assurance procedures are as follows:

Procurement of Raw Materials and Quality Control

Raw materials are procured from approved suppliers in accordance with internal quality management procedures. Upon receipt, warehousing personnel inspect the materials and associated documents to ensure accuracy and integrity. All raw materials are kept in quarantine until release testing has been completed. The Quality Control ("**QC**") team conducts sampling and release testing on each incoming batch to confirm compliance with established specifications. Only materials that have successfully passed release testing and obtained approval from Quality Assurance ("**QA**") team can be used in production. Full traceability is maintained throughout the entire material management process in compliance with GMP requirements.

Product In-process Quality Control

Applicable procedures have been established to ensure continuous compliance of manufacturing operations with GMP requirements and internal standard operating procedures. Production staff are required to strictly follow validated and/or qualified process parameters, operating instructions and equipment specifications. Meanwhile, Quality Department conducts routine on-site inspections to monitor process performance and data integrity. Upon completion of each production stage, thorough equipment cleaning and line clearance of the production area are carried out to prevent contamination or cross-contamination.

Finished Product Quality Control

In accordance with the product release procedures, each batch of finished products is subject to sampling and release testing, with corresponding testing reports issued. All quality-related documentation, including batch production records, testing records, and any deviations or changes, is reviewed by QA team in line with the release procedures. This ensures that products released for distribution have been manufactured and tested in compliance with applicable regulations, product registration requirements, and relevant specifications. The Quality Department is responsible for reviewing and approving product release for distribution or market entry, thereby ensuring the effective implementation of the quality system and maintaining oversight of product quality throughout the entire product lifecycle. Any products failing to meet release standards will be handled and disposed of in accordance with quality management procedures.

Inventory Management

Our inventories primarily consist of raw materials, work in progress and finished products. We have established a comprehensive inventory management system to ensure accurate, traceable and compliant management of materials and finished goods across procurement, warehousing and production. Each relevant department prepares and updates demand and procurement plans based on market conditions and production needs to maintain appropriate inventory levels. We conduct regular and ad hoc inventory counts and system reconciliations to ensure consistency between physical stock and system records. Any identified discrepancies are investigated and adjusted through documented approval procedures. Our QA team oversees warehouse management and storage conditions in compliance with GMP requirements, while our Finance Department reviews and audits inventory records on a periodic basis. We utilize an SAP-based digital management system for inventory tracking and reconciliation, enabling full traceability and enhancing the efficiency and integrity of our inventory management.

COMMERCIALIZATION STRATEGIES AND SALES MODEL

Our Commercialization Team

We have established a proven nationwide commercialization system with a structured organizational framework and clear functional divisions, enabling efficient coordination and the smooth execution of marketing activities. Our high-caliber commercialization team has been strategically curated into integration functions, including marketing, clinical promotion, market access, medical affairs, commercial channels, and business planning and operations, to effectively promote the clinical benefits of our products and enhance our sales productivity. As of September 30, 2025, our integrated commercialization team comprised 592 seasoned professionals who have extensive expertise in the sales and marketing of pharmaceutical goods. In particular, most of them have deep commercialization experience in lung cancer and hematologic oncology, further enabling the specialized academic promotion of our products.

We adhere to a commercialization strategy of proactive pre-launch planning and a comprehensive post-launch commercialization approach to accelerate the realization of product value. As our drug candidates approach regulatory approval, we initiate systematic commercialization preparation centered on clear market positioning strategy, professional training, comprehensive hospital mapping, evidence support for clinical guideline inclusion, nationwide marketing network expansion, and optimization of market access pathways. As an example of our market access capabilities, golidocitinib achieved same-year NRDL inclusion following its approval, allowing expedient patient access post-launch. Looking ahead, we plan to expand our commercialization capabilities beyond China through diversified cooperation models with leading international pharmaceutical companies, while exploring the appropriate timing to establish a lean in-house global commercialization team. This strategic approach allows us to deliver the clinical value of our products precisely to medical demand, replicate past commercialization success, and strengthen our foundation for sustainable global growth. For additional information regarding our business sustainability and path to profitability, see "Financial Information — Liquidity and Capital Resources — Path to Profitability."

Our Distribution Model

During the Track Record Period, we generated revenue from sales of our marketed products, namely ZEGFROVY® and golidocitinib through distributorship, in China.

We enter into annual distribution agreements with a number of distributors, which are pharmaceutical enterprises legally established under the laws of the PRC. Pursuant to such agreements, we sell our products to the distributors, who are responsible for allocation and delivery of the products to hospitals or pharmacies within their respective authorized territories. Ownership of, and the risk of loss relating to, the products are fully transferred to the distributors upon delivery by the company. Distributors are not entitled to return or exchange the products for any reason, save for cases involving product defects.

To the best knowledge of our Directors, all our distributors during the Track Record Period and up to the Latest Practicable Date were Independent Third Parties. None of the distributors who transacted with us during the Track Record Period and up to the Latest Practicable Date were controlled by our former or current employees, uses our brand or name (except where expressly authorized by us for specific promotional activities), or has received any material advance or financial assistance from us.

Distributor Network

As of September 30, 2025, our distributor network comprised 38 distributors across China.

The following table sets forth the movement of the number of our distributors for the years/periods indicated.

	For the year ended December 31,		For the nine months ended September 30,
	2023	**2024**	**2025**
Number of distributors at the beginning of the year/period[(1)]	–	25	30
Addition of new distributors[(2)]	25	5	9
Termination of existing distributors[(3)]	–	–	(1)
Net increase/(decrease) in distributors	25	5	8
Number of distributors at the end of the year/period	25	30	38

Notes:

(1) The numbers of distributors in this table are calculated on entity level, without combining distributors belonging to the same group.

(2) New distributors refer to distributors who (i) had at least one transaction with us in the relevant period; and (ii) did not have any transaction with us in the immediately preceding financial year.

(3) Terminated distributors refer to distributors who (i) did not have any transaction with us in the relevant period; and (ii) had at least one transaction with us in the immediately preceding financial year. We terminated one distributor in the nine months ended September 30, 2025, as we continued to optimize our distribution network by engaging distributors that are better suited to the regional market conditions and our business needs.

Distributor Management

When selecting our distributors, we conduct comprehensive qualification and business assessments. We evaluate their operational scale, distribution capabilities, financial stability, commercial reputation, and integrity. Our distributors are also required to maintain professional logistics personnel and adequate transportation and management resources to ensure the safe and compliant delivery of our products. A prerequisite for engaging any distributor is that it must be a pharmaceutical enterprise legally established under the laws of the PRC. We have also established a formal review process to regularly assess our distributors' performance.

Terms of Distribution Agreements

We enter into annual distribution agreements with our distributors. Individual sales contracts or purchase orders are generally entered into or placed for each purchase separately. The following sets forth salient terms of our framework distribution agreements:

- ***Term.*** The typical duration of annual distribution agreements is one year.

- ***Designated distribution area.*** Distributors are generally not allowed to sell our products outside of their designated distribution areas.

- ***Exclusivity.*** Distributors are granted the distributorship right for specified types of products in their designated areas.

- ***Sales target and minimum purchase requirement.*** Our agreements with distributors generally do not specify a mandatory annual sales target or minimum annual purchase amount.

- ***Pricing.*** Our selling prices to distributors are generally fixed during the term of the distribution agreements. In the event of changes in market conditions during the term of the distribution agreements, we typically negotiate with our distributors to make corresponding price adjustments.

- ***Product return and exchange.*** Our distributors may perform product acceptance upon delivery. Returns and exchanges are not allowed without our prior written consent unless in cases of product defects.

- ***Credit terms.*** We typically grant our distributors a credit term of around 60 days.

- ***Termination.*** We may terminate the distribution agreements in the event of, among others, any material breach by our distributors of the agreement or at our discretion any time by giving prior written notice to the distributors.

- ***Compliance.*** Our distributors are required to comply with PRC laws and regulations, including anti-corruption and anti-bribery laws and regulations.

Prevention of Channel Stuffing

We have implemented a series of measures to prevent channel stuffing and ensure that our product distribution remains aligned with genuine market demand:

- ***Inventory management.*** We have established assessment mechanisms under which distributors' inventory management performance forms part of their overall evaluation. Distributors are encouraged to maintain rational inventory levels that support stable supply without accumulation of excess stock. We regularly obtain the distributors' inventory levels to ensure that month-end stock remains within a reasonable range, taking into account factors such as product sales cycles and the growth trajectory of newly launched products.

- ***Sales data reporting and monitoring.*** Our distributors are required to provide reports on product sales and inventory data normally on a monthly basis. We review such information to identify abnormal stock movements and take timely actions to mitigate potential distribution risks.

During the Track Record Period and up to the Latest Practicable Date, we did not identify any unusual procurements or sales activities that were inconsistent with distributors' past practices, or any abnormally high inventory level of our distributors.

Prevention of Cannibalization

To mitigate the risk of sales cannibalization within our domestic distribution network, we have implemented a series of measures. Particularly, our distributors are designated by region, and each distributor is responsible for sales within its assigned geographic region. This regional allocation minimizes overlap and ensures a clear delineation of distribution responsibilities. Under our distribution agreements, each primary distributor is expressly prohibited from directly or indirectly engaging in any sales or shipments outside its designated territory, or conducting any activities that breach the terms of the agreement or infringe upon the interests of other third parties. Distributors are not permitted to conduct sales outside their designated areas without prior approval from us.

Our Directors are of the view that the above measures are effective to mitigate potential cannibalization and competition among our domestic distributors. During the Track Record Period and up to the Latest Practicable Date, we had not identified any material instances of cannibalization or malicious competition among our domestic distributors.

Implication of and Compliance with the "Two-Invoice System" in China

Our marketed products are subject to the "Two-Invoice System" in China, a pharmaceutical procurement policy designed and enforced by the PRC government to reduce drug prices by streamlining the supply chain. Under this system, only two invoices are allowed between manufacturers and hospitals or other medical institutions: one from the manufacturer to the distributor, and another from the distributor to the hospitals (or other medical institutions). This system, which is mandatory for public medical institutions, and its adoption is encouraged but not mandatory for other medical institutions, reduces potential markups by multiple layers of distributors, promoting pricing transparency. Manufacturers and distributors that violate the two-invoice system requirements may face disqualification from future public tenders, loss of hospital distribution rights, and inclusion on procurement blacklists. For details, see "Regulatory Overview — Overview of Laws and Regulations in the PRC — Other Laws and Regulations in Relation to Medical Industry — Drug Distribution and Two-Invoice System." In the cases that the end-customers are non-medical institutions or pharmacies, we do not prohibit our distributors from engaging sub-distributors, as such sales are not subject to the mandatory requirements of two-invoice system. We do not have contractual relationships with any sub-distributors engaged by our distributors, and our distributors are primarily responsible for monitoring the performance of the sub-distributors they engage. Our commercialized products are distributed to medical institutions in China in compliance with the Two-Invoice System requirements.

Marketing Activities

We begin comprehensive commercialization planning approximately 18 to 24 months before the anticipated approval of each product candidate. Our preparations include developing internal strategy of product positioning and differentiation, building internal marketing and compliance systems, establishing supply chain readiness, and developing market access and reimbursement pathways. During this stage, we also identify and engage KOLs and major hospitals through scientific exchanges to increase awareness of evolving treatment paradigms and facilitate evidence generation and potential future inclusion in relevant treatment guidelines.

Following the product approval, we organize, sponsor and participate in academic conferences, seminars and symposia, sharing the latest clinical data and therapeutic insights. Our medical team facilitates scientific dialogues, while our commercialization team maintain regular communication with healthcare professionals to convey regulatory approved information on product use, safety and efficacy, and to collect feedback from clinical practice. Such interactions help us gain valuable clinical and market insights and continuously refine our commercialization strategies to better meet patient and medical needs.

PRICING

During the Track Record Period, all of our revenue generated from the sales of our pharmaceutical products was derived from China. Our pricing strategies are affected by the regulatory framework governing pharmaceutical reimbursement in China, which operates through multiple interconnected mechanisms that collectively determine both market access opportunities and pricing parameters for pharmaceutical products in China's public healthcare system. The regulatory regimes that directly impact our pricing and market access primarily include the NRDL governing insurance coverage and reimbursement standards. We continuously monitor regulatory developments and adapt our pricing strategies to navigate these complex mechanisms while maintaining sustainable business operations.

NRDL

The NRDL forms the basis for medical insurance coverage and reimbursement standards under China's basic medical insurance, work-related injury insurance and maternity insurance programs. NRDL inclusion significantly influences market dynamics by determining patient access to insurance reimbursement for covered medications, thereby affecting both demand patterns and achievable pricing levels. The NHSA, in conjunction with other relevant government authorities, maintains authority over NRDL composition and updates the list through rigorous evaluation processes that assess clinical necessity, cost-effectiveness and budgetary impact. Products undergo comprehensive evaluation based on established selection criteria including clinical efficacy, safety profiles, therapeutic value compared to existing alternatives, and economic considerations.

As of September 30, 2025, our marketed products ZEGFROVY® and golidocitinib were included in the NRDL. See also "— Our Product Portfolio." NRDL inclusion represents both an opportunity for enhanced market access and a commitment to pricing frameworks that support broad patient accessibility within China's healthcare insurance system. While NRDL inclusion provides substantial market advantages through enhanced patient accessibility and reduced out-of-pocket costs, it may also result in price adjustments through negotiated pricing mechanisms designed to balance patient access with healthcare system sustainability.

For further details on the risks associated with the pricing regulations in China, as well as the NRDL and other government-sponsored medical insurance programs, see "Risk Factors — Risks Relating to Our Business and Industry — If our products fail to be timely included in, or are removed or excluded from, national, provincial or other government-sponsored medical insurance programs, our revenue and financial performance could be adversely affected."

OUR CUSTOMERS

During the Track Record Period, our customers were our distributors who purchase drug products from us, allocate within designated regions or resell to end-customers. Our revenue from our five largest customers for each year/period during the Track Record Period amounted to RMB82.9 million, RMB322.3 million and RMB478.2 million, respectively, accounting for 90.8%, 89.6% and 81.7% of our total revenue, respectively. Our revenue from our largest customer for each year/period during the Track Record Period amounted to RMB35.9 million, RMB139.6 million and RMB239.5 million, respectively, accounting for 39.3%, 38.8% and 40.9% of our total revenue, respectively. For details of the risks related to our major customers, see "Risk Factors — Risks Relating to Dependence on Third Parties — The potential loss of major customers or any of our large contracts could materially affect our business, financial condition and results of operations."

The following table sets forth details of our five largest customers for each year/period during the Track Record Period:

Customer	Background	Products Provided	Credit Terms	Commencement of Business Relationship (Since)	Revenue Contribution	% of Total Revenue for the Period/Year
					(RMB in thousands)	*(%)*
For the nine months ended September 30, 2025						
Customer Group A	A leading state-owned pharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	239,507	40.9
Customer Group B	A leading state-owned pharmaceutical company group headquartered in China listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	87,414	14.9
Customer Group C	A leading state-owned pharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	67,829	11.6
Customer Group D	A leading state-owned pharmaceutical company group headquartered in China listed on the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	45,494	7.8
Customer E	A leading state-owned pharmaceutical company headquartered in China	Pharmaceutical products	60 days	2023	37,908	6.5
Total					**478,152**	**81.7**

Customer	Background	Products Provided	Credit Terms	Commencement of Business Relationship (Since)	Revenue Contribution	% of Total Revenue for the Period/Year
					(RMB in thousands)	*(%)*
For the year ended December 31, 2024						
Customer Group A	A leading state-owned pharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	139,589	38.8
Customer Group B	A leading state-owned pharmaceutical company group headquartered in China listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	80,313	22.3
Customer Group C	A leading state-owned pharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	40,250	11.2
Customer Group D	A leading state-owned pharmaceutical company group headquartered in China listed on the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	33,688	9.4
Customer E . . .	A leading state-owned pharmaceutical company headquartered in China	Pharmaceutical products	60 days	2023	28,441	7.9
Total					**322,281**	**89.6**

Customer	Background	Products Provided	Credit Terms	Commencement of Business Relationship (Since)	Revenue Contribution	% of Total Revenue for the Period/Year
					(RMB in thousands)	*(%)*
For the year ended December 31, 2023						
Customer Group A	A leading state-owned biopharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	35,861	39.3
Customer Group B	A leading state-owned pharmaceutical company group headquartered in China listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	20,088	22.0
Customer Group C	A leading state-owned pharmaceutical company group headquartered in China	Pharmaceutical products	60 days	2023	12,648	13.9
Customer Group D	A leading state-owned pharmaceutical company group headquartered in China listed on the Shanghai Stock Exchange	Pharmaceutical products	60 days	2023	8,779	9.6
Customer E . . .	A leading state-owned pharmaceutical company headquartered in China	Pharmaceutical products	60 days	2023	5,505	6.0
Total					**82,881**	**90.8**

To the best of our knowledge, (i) all of our five largest customers for each year/period during the Track Record Period were Independent Third Parties; and (ii) none of our Directors, their respective associates or any shareholder who owned more than 5% of our issued share capital of our Company as of the Latest Practicable Date, had any interest in any of our five largest customers for each year/period during the Track Record Period.

OUR SUPPLIERS

During the Track Record Period, our suppliers primarily consisted of suppliers of CRO services and CDMO services. We implement a strict procurement and supplier management system with comprehensive controls covering the entire procurement lifecycle. For details, see "— Quality Management — Procurement of Raw Materials and Quality Control."

Our purchases from our five largest suppliers for each year/period during the Track Record Period amounted to RMB301.9 million, RMB249.9 million and RMB243.8 million, respectively, accounting for 60.6%, 57.0% and 57.8% of our total purchases, respectively. Our purchases from the largest supplier for each year/period during the Track Record Period amounted to RMB127.0 million, RMB70.1 million and RMB79.0 million, respectively, accounting for 25.5%, 16.0% and 18.7% of our total purchases, respectively.

The following table sets forth details of our five largest suppliers for each year/period during the Track Record Period:

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
For the nine months ended September 30, 2025						
Supplier A	A private company established in China, a subsidiary of a pharmaceutical group listed on the NASDAQ Exchange headquartered in the United States, primarily engages in pharmaceutical R&D-related technical services and clinical trial support	R&D services	45 to 90 days	2019	78,959	18.7
Supplier B	A private company headquartered in the United States, primarily engages in clinical trial management, pharmaceutical R&D outsourcing and related technical services	R&D services	30 days	2022	49,474	11.7

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
Supplier Group C	A public company group listed on the New York Stock Exchange headquartered in the United States, primarily engages in R&D, production and sales of scientific instruments, reagents, lab consumables, and life science and pharmaceutical R&D-related technical services	R&D services and materials	45 to 60 days	2018	47,587	11.3
Supplier Group D	A public company group listed on the Shanghai Stock Exchange headquartered in China, primarily engages in pharmaceutical R&D outsourcing, new drug discovery, clinical trials and production-related technical services	Manufacturing and R&D services	60 to 90 days	2018	47,495	11.3
Supplier Group E	A private company group headquartered in the United States, primarily engages in pharmaceutical R&D outsourcing, clinical trial management, pharmaceutical commercial consulting and related technical services	R&D services	60 days	2019	20,241	4.8
Total					**243,756**	**57.8**

Note: We recognized U.S. FDA fees of RMB31.0 million in connection with the NDA approval of ZEGFROVY® during the nine months ended September 30, 2025.

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
For the year ended December 31, 2024						
Supplier Group C	A public company group listed on the New York Stock Exchange headquartered in the United States, primarily engages in R&D, production and sales of scientific instruments, reagents, lab consumables, and life science and pharmaceutical R&D-related technical services	R&D services and materials	45 to 60 days	2018	70,137	16.0
Supplier Group D	A public company group listed on the Shanghai Stock Exchange headquartered in China, primarily engages in pharmaceutical R&D outsourcing, new drug discovery, clinical trials and production-related technical services	Manufacturing and R&D services	60 to 90 days	2018	60,102	13.7
Supplier B	A private company headquartered in the United States, primarily engages in clinical trial management, pharmaceutical R&D outsourcing and related technical services	R&D services	30 days	2022	58,615	13.4

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
Supplier A	A private company established China, a subsidiary of a pharmaceutical group listed on the NASDAQ Exchange headquartered in the United States, primarily engages in pharmaceutical R&D-related technical services and clinical trial support	R&D services	45 to 90 days	2019	32,201	7.3
Supplier Group E	A private company group headquartered in the United States, primarily engages in pharmaceutical R&D outsourcing, clinical trial management, pharmaceutical commercial consulting and related technical services	R&D services	60 days	2019	28,845	6.6
Total					**249,900**	**57.0**

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
For the year ended December 31, 2023						
Supplier Group F	A public company group headquartered in the U.S., primarily engaged in medical testing, clinical research support and pharmaceutical R&D-related laboratory services.	R&D services and materials	60 to 90 days	2019	126,996	25.5
Supplier Group D	A public company group listed on the Shanghai Stock Exchange headquartered in China, primarily engages in pharmaceutical R&D outsourcing, new drug discovery, clinical trials and production-related technical services	Manufacturing and R&D services	60 to 90 days	2018	67,547	13.5
Supplier B	A private company headquartered in the United States, primarily engages in clinical trial management, pharmaceutical R&D outsourcing and related technical services	R&D services	30 days	2022	41,363	8.3

Supplier	Background	Major Purchases	Credit Terms	Commencement of Business Relationship (Since)	Purchase Amount	% of Total Purchases for the Period/Year
					(RMB in thousands)	*(%)*
Supplier Group C	A public company group listed on the New York Stock Exchange headquartered in the United States, primarily engages in R&D, production and sales of scientific instruments, reagents, lab consumables, and life science and pharmaceutical R&D-related technical services	R&D services and materials	45 to 60 days	2018	39,129	7.9
Supplier Group E	A private company group headquartered in the United States, primarily engages in pharmaceutical R&D outsourcing, clinical trial management, pharmaceutical commercial consulting and related technical services	R&D services	60 days	2019	26,881	5.4
Total					**301,916**	**60.6**

To the best of our knowledge, (i) all of our five largest suppliers for each year/period during the Track Record Period were Independent Third Parties; (ii) none of our Directors, their respective associates or any shareholder who owned more than 5% of our issued share capital of our Company as of the Latest Practicable Date, had any interest in any of our five largest suppliers for each year/period during the Track Record Period.

OVERLAPPING OF OUR MAJOR SUPPLIERS AND CUSTOMERS

Two of our five largest customers during each period of the Track Record Period, namely Customer Group A and Customer Group B, were also the parent companies of certain of our suppliers. Our sales to Customer Group A amounted to RMB35.9 million, RMB139.6 million and RMB239.5 million in 2023, 2024 and the nine months ended September 30, 2025, respectively, accounting for approximately 39.3%, 38.8% and 40.9% of our total revenue for the respective years/period. Our sales to Customer Group B amounted to RMB20.1 million, RMB80.3 million and RMB87.4 million in 2023, 2024 and the nine months ended September 30, 2025, respectively, accounting for approximately 22.0%, 22.3% and 14.9% of our total revenue for the respective years/period.

During the Track Record Period, we procured warehousing and logistics services, as well as R&D laboratory consumables and related materials, from Customer Group A. Our purchases from Customer Group A amounted to approximately RMB0.02 million, RMB0.6 million and RMB1.4 million in 2023, 2024 and the nine months ended September 30, 2025, accounting for approximately nil, 0.1% and 0.3% of our total purchases in the respective periods.

During the Track Record Period, we also procured warehousing and logistics services from Customer Group B. Our purchases from Customer Group B amounted to approximately RMB0.5 million, RMB0.6 million and nil in 2023, 2024 and the nine months ended September 30, 2025, accounting for approximately 0.1%, 0.1% and nil of our total purchases in the respective periods.

While the counterparties to us for the sales and purchases above were separate legal entities with distinct business operations, they are under common ultimate control within the same group, which has an extensive presence in pharmaceutical distribution and related services in the PRC. Our Directors confirm that the pricing and transaction terms of our sales to Customer Group A and Customer Group B, as well as our purchases from their groups' supplier entities were negotiated and conducted separately on an arm's length basis and in the ordinary course of business. Such transactions were neither connected with nor conditional upon each other, and the transaction terms (including payment schedules, credit periods and pricing) were consistent with those offered to independent third parties of similar nature.

Save as disclosed above, none of our five largest customers in each period during the Track Record Period were also our suppliers during the same period, and vice versa.

PRODUCT RETURNS AND WARRANTIES

Product returns or exchanges by our distributors are generally not permitted except under circumstances defined in our internal Returned Products Management Standard Operating Procedure ("**SOP**"). In accordance with our SOP and the Good Supply Practice for Drugs (《藥品經營質量管理規範》) of the PRC, all distributors are required to conduct acceptance inspections upon delivery to ensure that only qualified products enter their inventory.

Our return management process distinguishes between returns due to quality-related reasons and those for non-quality reasons, each governed by dedicated approval and handling procedures. Returns for quality reasons may include potential product quality issues, packaging damage identified upon receipt, or temperature excursions during transportation. Non-quality reasons may include logistics errors, near-expiry products, or other market-related causes. All return applications must be submitted through our distribution management system and undergo step-by-step review and approval by Commercial Operations and QA. QA is responsible for assessing returned products, supervising their handling — including repackaging, destruction or resale where appropriate — and ensuring that all actions are fully documented and traceable in accordance with our SOP.

In addition, we have established a dedicated quality complaint-handling mechanism. Our quality personnel receive, log and investigate feedback from distributors and healthcare professionals, and work closely with Commercial Operations to evaluate the nature of any reported quality issue. Approved product returns are coordinated with distributors for collection, transportation and subsequent inspection under QA supervision. During the Track Record Period and up to the Latest Practicable Date, we had not received any material customer complaints due to problems associated with the quality of our products or encountered any material product returns for quality reasons.

INTELLECTUAL PROPERTY

Intellectual property rights are crucial to our business success. Our future success is highly dependent on our ability to obtain and maintain robust patent protection, as well as other forms of intellectual property rights, in respect of the key technologies, inventions and proprietary know-how underpinning our product pipeline and technology platform. Equally critical is our ability to maintain and enforce these intellectual property rights, preserve the confidentiality of our trade secrets, and ensure our freedom to operate without infringing on, misappropriating or otherwise violating the valid intellectual property rights of third parties.

We hold a global portfolio of patents to protect our product portfolio and technologies. As of the Latest Practicable Date, we owned 176 issued patents, including 32 in China, 19 in the U.S., and 125 in other jurisdictions. As of the same date, we had 198 patent applications, including 14 in China, 13 in the U.S., 168 in other jurisdictions and three under the Patent Cooperation Treaty ("**PCT**") filed in China. As of the Latest Practicable Date, we had not received any material concerns or inquiries from relevant competent authorities that make us believe that any of the pending patent applications will be rejected. The following table sets forth an overview details of the granted patents and patent applications for marketed products and product candidates that are material to our business operations as of the Latest Practicable Date. For details of our intellectual properties, see Appendix VI to this document.

Related Product	Scope of Patent Protection	Category	Grant No./ Application No.	Jurisdiction	Status	Patent Holders/ Applicants	Expiration Date[1]
ZEGFROVY®	Compounds of ErbB/PTK Inhibitors	Invention	CN111909131B	China	Granted	Our Company	January 28, 2039
	Compounds of ErbB/PTK Inhibitors	Invention	US11007198B2	United States	Granted	Our Company	January 28, 2039
	Compounds of ErbB/PTK Inhibitors	Invention	US11504375B2	United States	Granted	Our Company	January 28, 2039
	Compounds of ErbB/PTK Inhibitors	Invention	US11896597B2	United States	Granted	Our Company	January 28, 2039
Golidocitinib	Compounds and Methods for Inhibiting JAK	Invention	CN108368091B	China	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	CN111606893B	China	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	CN111646980B	China	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	CN111848586B	China	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	US9714236B2	United States	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	US10167276B2	United States	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	US10654835B2	United States	Granted	Our Company	September 22, 2036

Related Product	Scope of Patent Protection	Category	Grant No./ Application No.	Jurisdiction	Status	Patent Holders/ Applicants	Expiration Date[1]
	Compounds and Methods for Inhibiting JAK	Invention	US11247983B2	United States	Granted	Our Company	September 22, 2036
	Compounds and Methods for Inhibiting JAK	Invention	US12319670B2	United States	Granted	Our Company	September 22, 2036
Birelentinib . . .	Compounds of BTK Inhibitors	Invention	CN114945574B	China	Granted	Our Company	December 29, 2040
DZD6008	Compounds and uses of EGFR inhibitors	Invention	CN202380062433.7	China	Pending	Our Company	N/A
	Compounds and uses of EGFR inhibitors	Invention	US19/107192	United States	Pending	Our Company	N/A

Note:

(1) The patent expiration date is estimated based on current filing status, without considering any possible patent term adjustments or extensions and assuming payment of all appropriate maintenance, renewal, annuity and other government fees.

COMPETITION

The pharmaceutical industry is defined by fast-evolving technologies, intense competition, and a significant focus on proprietary drug development. Although our robust drug portfolios, advanced R&D expertise, integrated technology platform, and experienced management team give us a competitive advantage, we encounter competition from diverse sources, including large domestic and international pharmaceutical companies, as well as smaller emerging pharmaceutical companies, who may currently market and sell products or are pursuing the development of drug candidates for the treatment of the same indications as our products and drug candidates. For details of the competitive dynamics and the relevant risks, see "Risk Factors — Risks Related to Our Business and Industry — We operate in a highly competitive environment, and we may not be able to compete effectively against current and future competitors, which could adversely affect our financial performance."

Our strategy focuses on advancing our approved drugs and clinical-stage assets through key development milestones and to continue exploring new targets, expanded indications and combination regimens in oncology and immunology diseases. In addition, we plan to strengthen our core technological competencies, while continuously enhancing commercialization capabilities to realize the full market potential of our pipeline. We aim to expand global partnerships to unlock the commercial value of our approved and pipeline products. In parallel, we plan to strengthen in-house manufacturing to support scalable supply and improve cost efficiency. Underpinning these efforts, we prioritize attracting, developing, and retaining top-tier talent across R&D, manufacturing, and commercialization to support long-term growth and global expansion.

EMPLOYEES

As of September 30, 2025, we had 997 full-time employees, all of whom were based in China. The following table sets forth the number of our employees by function as of September 30, 2025.

Functions	Number of employees	Percentage
Sales and Marketing	592	59%
Research and Development	292	29%
Manufacturing and Quality Management	45	5%
Finance	15	2%
General and Administration	53	5%
Total	**997**	**100.0%**

We believe we have maintained good relationships with our employees. Our employees do not negotiate their terms of employment through any labor union or by way of collective bargaining agreements. As of the Latest Practicable Date, we did not experience any strikes or any labor disputes with our employees which have had or are likely to have a material effect on our business.

As required by laws and regulations in China, we participate in various employee social security plans that are organized by municipal and provincial governments including, among other things, pensions, medical insurance, unemployment insurance, maternity insurance, work-related injury insurance, and housing fund plans through a PRC government-mandated benefit-contribution plan. We are required under PRC law to make contributions to employee benefit plans at specified percentages of the salaries, bonuses, and certain allowances of our employees, up to a maximum amount specified by the local government from time to time.

Our employees typically enter into standard employment contracts with us. We place a high value on recruiting, training, and retaining qualified employees. We maintain high standards on selecting and recruiting talent worldwide and provide competitive compensation packages. Remuneration packages for our employees mainly comprise base salary and performance-based bonus. To maintain and enhance the quality, knowledge and skill levels of our workforce as well as their familiarity with industry quality standards and work safety standards, we provide our employees with periodic training, including orientation programs for new employees, technical training, professional and management training and health and safety training.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

As an innovative biopharmaceutical company, we remain committed to a patient-centric philosophy, focusing on original innovation at its source and consistently leveraging our core strengths to pursue sustainable development. We place emphasis on and actively advance ESH management along with our business growth. We have established an ESH Committee and formulated a comprehensive policy framework encompassing environmental monitoring and risk prevention, emergency management, laboratory and biosafety, chemical management, occupational health, power outage and natural disaster response, laboratory animal management, *in vivo* experiment oversight, and quality risk management.

We are subject to various PRC laws and regulations with respect to environmental, social and governance matters. We are committed to fully complying with these PRC regulatory requirements to prevent and mitigate hazards and risks associated with our operations, while ensuring the health and safety of our employees and the surrounding communities. We have policies in place for various aspects of our operations, including R&D, sales and marketing, and manufacturing, as well as guidelines to ensure the safety of our operations and work environment. We also conduct regular checks on occupational hazards in accordance with applicable laws and regulations. In addition, we organize regular training, emergency drills, and other activities about occupational safety knowledge to enhance our employees' safety awareness and create a corporate culture that values health and safety.

During the Track Record Period and up to the Latest Practicable Date, our operations had not experienced any material incidents, and we were not aware of any claims for material personal or property damage related to health and occupational safety.

Environmental Protection

Our business is subject to national, provincial and local environmental laws, and regulations in China. The relevant laws and regulations applicable to pharmaceutical companies in China include those governing water discharge, solid waste, sewage and exhaust fumes, and hazardous substances. For more details, see "Regulatory Overview — Overview of Laws and Regulations in the PRC — Regulations in Relation to Environmental Protection and Fire Safety." We actively monitor and ensure compliance with the applicable environmental laws and regulations in China. During the Track Record Period and up to the Latest Practicable Date, we had complied with all applicable laws and regulations relating to environmental requirements in all material respects.

Our environmental protection measures mainly include:

- Promoting the efficient use of resources, minimizing waste and enhancing resource utilization throughout our office operations. During the R&D progress for our pharmaceutical products, we advocate for resource recycling, reducing the consumption of water, electricity, and gas, and regulating waste and pollutant emissions. In terms of manufacture phase of our drugs and drug candidates, we select CDMOs committed to sustainable development and require them to strictly adhere to our code of conduct, especially regarding environmental responsibility and sustainability.

- Conducting external environmental monitoring and audit to ensure our compliance with applicable environmental standards and mitigate the environmental impact of our operations;

- Developing and implementing comprehensive environmental emergency response plans designed to ensure swift and effective on-site management. These plans encompass clear protocols for immediate activation, resource mobilization, rapid assessment of potential impacts, coordinated communication with emergency responders and affected parties, and measures for containment, evacuation, and recovery. Regular testing, review, and updating of the response plans will be conducted to maintain their effectiveness and readiness for any potential environmental emergency; and

- Conducting regular and comprehensive training sessions for our employees to enhance their environmental awareness. These sessions cover key topics such as global and corporate environmental challenges, relevant laws and regulations, best practices for waste reduction and energy conservation, and the company's environmental policies and responsibilities. We also require our new employees to attend our training sessions.

As our business continues to expand, we will allocate specific environmental targets and responsibilities to each department. This approach is supported by our multi-tiered environmental management structure and the oversight of the ESH Committee, enabling continuous monitoring and effective execution of our environmental protection initiatives across the organization.

Pollutants

The main pollutants generated during our R&D process and operation activities include wastewater, waste gas and solid waste.

Wastewater

With respect to sewage discharge, we have implemented, and plan to continue implementing, various measures to comply with applicable wastewater discharge standards and reduce wastewater intensity. These measures include the adoption of advanced wastewater treatment technologies, regular monitoring and analysis of discharge quality, strict adherence to regulatory requirements, optimization of water usage processes to minimize waste. For examples, we have introduced condensate return equipment in our manufacturing facility in Wuxi for circulating water replenishment, significantly improving water reuse rates. In addition, our manufacturing facilities are equipped with steam condensate recovery systems that collect condensed steam and reuse it for preheating other equipment, further enhancing overall energy and water efficiency.

Gas

We diligently monitor the exhaust gases generated during our operations. We have installed advanced ventilation systems in our laboratory operation rooms designed to effectively capture and treat waste gases, ensuring emissions comply with regulatory standards prior to discharge. Our approach includes the implementation of separate exhaust ventilation and activated carbon adsorption technologies.

Solid waste

In solid waste disposal, we are committed to implementing responsible and sustainable waste management practices that prioritize waste reduction, segregation, recycling, and environmental compliance to minimize our ecological footprint and support long-term sustainability goals. The table below sets forth a breakdown of our solid wastes generated for the years indicated:

	Year ended December 31,		Nine months ended September 30,	
	2023	2024	2024	2025
Hazardous waste (tons)	11.1	14.3	10.6	11.5
Non-hazardous waste (tons) .	13.6	16.7	12.7	13.2

In the course of our business operations, the hazardous materials we primarily handle include chemicals and biomaterials, which may generate hazardous waste. For hazardous wastes, we have developed detailed measures to mitigate the associated safety risks:

- we have established comprehensive safety measures to mitigate associated risks, including strict segregation and clear labeling of waste types, use of secure and compatible storage containers with secondary containment, regular inspections to detect leaks or damage, and implementation of proper ventilation and temperature controls;

- we have established designated storage facilities for hazardous materials and wastes, ensuring each category is managed separately in strict accordance with standardized operational protocols;

- conducting regular training sessions on relevant laws and regulations, as well as handling and emergency response procedures in relation to hazardous materials and wastes; and

- conducting periodic emergency drills to enhance employees' response capabilities.

Greenhouse Gas Emissions

We strictly abide by applicable laws and regulations related to emissions discharges. We are committed to improving the processing efficiency of our emissions treatment facilities. The greenhouse gas emissions from our manufacturing and operations activities primarily stem from fossil fuel combustion, as well as electricity and steam consumption. The table below sets forth a breakdown of our greenhouse emissions for the years indicated:

	Year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
Greenhouse gas emissions				
Scope 1 greenhouse gas (tons of CO_2 equivalent)	1,079.4	912.7	696.9	656.7
Scope 2 greenhouse gas (tons of CO_2 equivalent)	2,516.0	2,540.2	2,030.5	8,844.4
Total	**3,595.4**	**3,452,9**	**2,720.4**	**9,501.1**

To reduce carbon emissions, we are transitioning to clean energy by expanding the use of renewable resources in our operations and optimizing our energy mix to reduce carbon emissions.

Resource Consumption

We actively embrace the principle of green development by aligning closely with the national low-carbon objectives, exercising rigorous control and management across all stages from policy formulation to daily operational implementation.

In terms of energy consumption management, we have established a comprehensive policy framework encompassing environmental monitoring and risk control, emergency management, laboratory and biosafety management, chemical management, occupational health, power outage and natural disaster response, laboratory animal management, in vivo experimental management, and quality risk management. We have also implemented energy-saving measures to drive efficiency improvements, such as the installment and upgrade of energy-saving equipment.

We actively promote green office practices and environmental conservation initiatives by advocating water-saving measures in laboratory processes and daily operations, enhancing water use efficiency through equipment upgrades. In our offices, we advance digitalization and paperless operations by digitizing contracts for recruitment and procurement, as well as enabling online submission and approval of routine work requests, significantly reducing paper consumption.

Energy Saving

We are committed to expanding our business in a sustainable manner, taking into account our forecasted growth and implementation of energy-saving measures and innovations. We actively monitor our energy consumption, take proactive measures to conserve energy, and ensure thorough utilization of resources and materials.

In 2023, 2024 and nine months ended September 30, 2024 and 2025, based on our best estimates, we consumed approximately 4.5 million kWh, 4.5 million kWh, 3.6 million kWh and 10.1 million kWh of electricity and approximately 31,342 tons, 32,718 tons, 24,964 tons and 121,390 tons of water, respectively.

We make every effort to upgrade and improve energy-saving and water-saving initiatives while progressively optimizing our energy consumption structure to enhance resource and energy utilization efficiency. For example, we plan to implement, or have implemented, some photovoltaic power generation projects, aiming to increase the use of renewable energy.

Climate Change

We are committed to environmental protection, with a strong focus on reducing carbon emissions and actively addressing climate change. Through researching and promoting innovative energy-saving and emission reduction technologies, sourcing clean energy, and implementing energy-efficient measures at our offices and in the construction of future production bases, we aim to reduce greenhouse gas emissions and achieve carbon neutrality.

We recognize the profound impact climate change poses to our long-term business resilience and have integrated climate-related considerations into our governance and decision-making frameworks. We proactively identify and address climate risks, adapting our strategies to strengthen resilience. For example, we have enhanced our emergency response and contingency plans to better handle extreme weather events, mitigating potential disruptions to operations, resource availability, and safety. Moving forward, we will continue monitoring emerging climate risks, bolstering our climate management systems, expanding the use of green energy, and fostering a sustainable and responsible supply chain to improve overall climate resilience.

Social Responsibility

As a responsible corporate citizen, we are committed to consistently fulfilling our corporate social responsibilities. Guided by a people-centered philosophy, we strive to create sustainable value for all stakeholders through inclusive and responsible business practices. We place strong emphasis on employee health and well-being, recognizing them as key to long-term success. At the same time, we are committed to continuously enhancing our quality control systems to guarantee that our products consistently meet the highest standards, while rigorously adhering to ethical principles throughout our research and development processes.

Workplace Safety and Diversity

We have established and maintain a comprehensive set of rules, standard operating procedures, and measures, to ensure a healthy, safe, and inclusive environment for our employees. Our safety program emphasizes three core pillars: implementing clear guidelines for safe workplace practices, maintaining rigorous accident prevention protocols, and establishing transparent reporting procedures. We are committed to ensuring a safe and comfortable work environment with robust security and fire safety systems. Detailed emergency response plans are regularly tested through drills to proactively identify and address potential risks. In addition, we prioritize ESH management, particularly laboratory safety, with established standards for occupational disease prevention, biosafety emergency plans, safety training, and incident reporting. During the Track Record Period, we conducted 14 biosafety training sessions and four drills, and established a Biosafety Committee to oversee laboratory biosafety.

We have also adopted a board diversity policy which sets out the approach to achieve diversity of the Board. We recognize and embrace the benefits of having a diverse Board, including gender diversity, as an essential element in maintaining our competitive advantage and enhancing our ability to attract, retain and motivate employees from the widest possible pool of available talent. As of the Latest Practicable Date, around 54.3% of our total employees were female. After the [**REDACTED**], we will continue to take steps to promote gender diversity at the Board and management level. Specifically, we will actively identify female individuals suitably qualified to become our Board members. To further ensure gender diversity in a long run, our Nomination Committee will periodically review our board diversity policy and its implementation to ensure its implementation and monitor its continued effectiveness.

Supply Chain Management

Our supply chain network comprises CROs, CDMOs, and suppliers of raw materials and equipment. We strategically select partners based on five critical criteria: technical capability, cost-effectiveness, delivery performance, market reputation, and regulatory compliance. To mitigate supply chain risks — including material shortages, safety incidents, environmental violations, and integrity breaches — we maintain rigorous procurement policies. We prioritize established, large-scale suppliers who consistently demonstrate superior compliance with environmental and ethical standards. Our zero-tolerance stance against corruption and bribery is enforced through robust due diligence procedures and ongoing monitoring of all procurement activities.

Welfare and Charity Activities

We uphold the philosophy of "fostering societal enrichment and creating a shared future. "While focusing on business growth, we actively engage in various social welfare and charitable initiatives to demonstrate our corporate responsibility and promote positive social impact. During the Track Record Period, we actively participate in social welfare and charity activities.

We actively engage in community welfare through initiatives such as the "Walk for a Cause" challenge, where employees collectively contributed over 25 million steps. We also organize voluntary blood donation drives, donating 13,400 milliliters of blood during the reporting period, underscoring our commitment to saving lives. Additionally, our volunteers visit the Shanghai Children's Medical Center, providing comfort and companionship to young patients through storytelling and engaging activities, helping to ease their stress and support their recovery. We are committed to continuing to participate in charitable events to contribute to public health construction.

ESH-Related Risks Management

We place a high priority on the identification, assessment, and management of ESH-related risks. We have established a systematic risk management framework to evaluate the potential impact of ESH issues on our business operations and financial performance and to formulate corresponding mitigation measure.

We recognize that climate change poses both risks and opportunities to our business. Our operations and those of our key suppliers in the value chain could be susceptible to the following climate-related risks:

- Transition risks stem from the shift to a low-carbon economy, involving significant policy, legal, technological, and market changes. These include compliance risks from stricter environmental regulations and market risks from shifting consumer preferences towards eco-friendly products. Failure to adapt our products and operations could negatively impact our competitiveness.

- Physical risks mainly include increase costs associated with, the storage and transportation of our pharmaceutical products. Disasters created by extreme weather conditions may damage our facilities, leading to additional repair or replacement costs or resulting in temporary or long-term disclosure. They may also disrupt logistics or cause delivery delays, which, in turn, may expose us to additional costs associated with third-party liabilities.

- Opportunities: We may need to further invest in the development of green pharmaceutical products, characterized by sustainable sourcing and biodegradable packaging. We may also need to further invest in environmental and energy-saving initiatives. Any failure to address the growing market demand for eco-friendly products may affect our business, competition and damage our reputation.

We face social risks primarily related to our supply chain and workforce. Risks in our supply chain could arise from the failure of our suppliers to comply with applicable laws and our standards concerning environmental protection, labor rights, and health and safety. Our risk identification and management process involves the following key steps:

- Risk Identification. We identify and analyze potential risks from internal and external sources by taking into account our development strategy, the characteristics of the industry, and the macroeconomic environment.

- Risk Assessment. We assess the identified risks based on their nature, likelihood of occurrence, and the potential severity of their impact on our operations and strategy.

- Risk Response. Based on the assessment results, we formulate and implement targeted risk mitigation measures, which include continuously monitoring risks, updating our response plans, allocating necessary resources to ensure business continuity, and conducting relevant compliance training to enhance the risk management awareness of our employees. We have also established emergency response procedures to ensure that effective measures can be taken promptly in the event of an incident.

Governance and Oversight of ESH Matters

Our corporate governance framework is designed to facilitate sound decision-making through systems and policies aligned with our corporate values and best industry practice. We have established various specialized board committees, including strategy, audit, remuneration and evaluation, and nomination, each providing strategic guidance to our Board. In particular, we have formed a strategy and ESH committee led by operation. The committee will be responsible for (i) researching and suggesting on the company's long-term strategy, major investment decisions, and ESH-related matters; (ii) developing ESH governance vision, strategic planning, and management policies (iii) reviewing and supervising the implementation of strategic and ESH plans; (iv) ensuring the completeness and accuracy of ESH-related disclosures; and (v) other matters authorized by the Board.

Moreover, we have integrated ESH into our employee management practices to ensure that our employees contribute to our sustainability goals. For instance, to effectively manage ESH issues, mitigate risks, and achieve sustainable growth, we tie executive and managerial compensation to performance metrics related to safety, environment protection, quality, and compliance.

PROPERTIES

Owned Properties

We are headquartered in Jiangsu, China. As of the Latest Practicable Date, we owned the land use right over a parcel of land in Wuxi, Jiangsu Province, with a total site area of approximately 62,234 square meters, which is primarily used as our manufacturing facility.

Leased Properties

As of the Latest Practicable Date, we leased seven major properties in China, with an aggregate GFA of 13, 570 square meters, which are used primarily as our R&D facilities, office premises, or warehouses.

Pursuant to the applicable PRC laws and regulations, both lessors and lessees must register lease agreements with the relevant authorities and obtain property leasing filing certificates. As of the Latest Practicable Date, we had not registered six lease agreements with the relevant government authorities, while we were not subject to any penalties arising from the non-registration of lease agreements during the Track Record Period and up to the Latest Practicable Date. As advised by our PRC Legal Advisor, failure to register an executed lease agreement will not affect its validity. However, we may be subject to a fine of no less than RMB1,000 and not exceeding RMB10,000 for each unregistered lease agreement if the relevant PRC governmental authorities require us to rectify it and we fail to do so within the prescribed time period, which we do not believe would have a material adverse impact on our operation. However, we will consult with our legal advisors and aim to address the issue appropriately during the lease negotiation process in the future. As of the Latest Practicable Date, we were not subject to any penalties arising from the non-registration of the lease agreements. For details, please see "Risk Factors — Risks Relating to Our Operations — We face certain risks relating to our leased properties, which may disrupt our operations and incur additional costs."

As of the Latest Practicable Date, no single property interest that formed part of non-property activities had a carrying amount of 15%, and no single property interest that formed part of property activities had a carrying amount of 1%, of our total assets. Therefore, according to Chapter 5 of the Listing Rules and section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap. 32L of the Laws of Hong Kong), this Document is exempted from compliance with the requirements of section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, which requires a valuation report with respect to our Group's interests in land or buildings.

INSURANCE

We maintain insurance policies that we consider to be in line with market practice and adequate for our business. Our principal insurance policies include medical insurance for our employees, clinical trial insurance, directors' and officers' liability insurance, and product liability insurance as a marketing authorization holder ("**MAH**"). See "Risk Factors — Risks Relating to our Operations — We have limited insurance coverage, and any claims beyond our insurance coverage may result in our incurring substantial costs and a diversion of resources."

We consider that the coverage from the insurance policies maintained by us is adequate for our present operations and is in line with the industry norm. During the Track Record Period, we had not made or been the subject of any material insurance claims.

PERMITS AND LICENSES

We are subject to regular inspections, examinations and audits by local regulators and are required to maintain or renew the necessary permits, licenses and certificates for our business. As of the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from relevant authorities that are material to our operations and such licenses, permits and certifications all remain in full effect. For more details regarding the laws and regulations to which we are subject, see "Regulatory Overview" in this Document.

The following table sets forth the details of our material licenses, permits and approvals as of the Latest Practicable Date:

License/Permit/Approval	Issuing Authority	Holder	Grant Date	Expiration Date
Drug Manufacturing License (藥品生產許可證)	Jiangsu Provincial Drug Administration	Our Company	November 1, 2022	August 25, 2027
Drug Registration Certificate (藥品註冊證書) for golidocitinib	NMPA	Our Company	June 18, 2024	June 17, 2029
Drug Registration Certificate (藥品註冊證書) for ZEGFROVY® 150 mg	NMPA	Our Company	August 22, 2023	August 21, 2028
Drug Registration Certificate (藥品註冊證書) for ZEGFROVY® 200 mg	NMPA	Our Company	August 22, 2023	August 21, 2028

License/Permit/Approval	Issuing Authority	Holder	Grant Date	Expiration Date
Laboratory Animal Use License (實驗動物使用許可證)	Science and Technology Commission of Shanghai Municipality	Dizal Shanghai	June 8, 2023	June 7, 2028
Shanghai Filing Certificate for Pathogenic Microorganism Laboratories (BSL-2) (上海市病原微生物實驗室備案憑證(BSL-2))	Health Commission of Pudong New Area, Shanghai	Dizal Shanghai	March 2, 2018	–
Radiation Safety License (輻射安全許可證)	Shanghai Municipal Bureau of Ecology and Environment	Dizal Shanghai	June 7, 2023	June 6, 2028
U.S. FDA New Drug Application Approval	U.S. FDA	Our Company	July 2, 2025	–
Drug Manufacturing License (藥品生產許可證)	Jiangsu Provincial Drug Administration	Dizal Wuxi	December 16, 2025	December 15, 2030
Pollutant Discharge Permit (排污許可證)	Wuxi Municipal Bureau of Ecology and Environment	Dizal Wuxi	August 25, 2025	August 24, 2030

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

During the Track Record Period and up to the Latest Practicable Date, we have not been involved in any material legal or administrative proceedings that could significantly impact our operations, financial position, growth prospects, or reputation. However, similar to other companies in our industry, we may occasionally face routine claims or proceedings arising from normal business activities. For details, see "Risk Factor — Risks Relating to Our Operations — We may be involved in claims, disputes, litigation, arbitration or other legal proceedings in the ordinary course of business."

Compliance

We maintain rigorous compliance with all applicable laws and regulations governing our operations. During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material non-compliance incidents that led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition or results of operation.

RISK MANAGEMENT AND INTERNAL CONTROL

We are committed to developing and maintaining risk management and internal control systems comprised of policies and procedures tailored to our business operations. Our dedication lies in the continual enhancement of these systems to ensure their effectiveness.

Risk Management

We are exposed to various risks in our business operations, and we believe that risk management is important to our success. See "Risk Factors" for a discussion of the key risks and uncertainties we may face. We have established our risk management systems to identify, assess, monitor and mitigate the risks that may hinder our success including strategic risks, operational risks, financial risks and legal risks.

To monitor the ongoing implementation of risk management policies and corporate governance measures after the [**REDACTED**], we have adopted, or will continue to adopt, among other things, the following risk management measures.

- Our Board will continue to oversee and manage the overall risks associated with our business operations, including (i) reviewing and approving our risk management policy; (ii) reviewing and approving annual working plan and annual report of our corporate risk management; (iii) monitoring significant risks associated with our business operation; and (iv) assessing our corporate risk in the light of our corporate risk tolerance.

- Our finance, legal, human resources and other relevant departments will be responsible for implementing our risk management policy and carrying out our day-to-day risk management practice. To standardize risk management across our Group and establish a common level of transparency and performance, these departments will (i) gather information about risks related to their operations or functions; (ii) conduct risk assessments, which include identifying, prioritizing, measuring, and categorizing all key risks that could potentially impact their objectives; (iii) continuously monitor key risks related to their operations or functions; (iv) implement appropriate risk responses as needed; (v) develop and maintain mechanisms to facilitate the application of our risk management framework; and (vi) promptly report any material risks to relevant departments.

Internal Control

Our Board is responsible for establishing our internal control system and reviewing its effectiveness. We have engaged an independent internal control consultant, or the Internal Control Consultant, to perform certain agreed-upon procedures, or the Internal Control Review, in connection with the internal control of our Company and our major operating subsidiaries and to report factual findings on our Group's entity-level controls and internal controls of various processes, including financial reporting and disclosure controls, human resources and payroll management, general controls of IT system, taxation management, contract management, and other procedures of our operations. The Internal Control Consultant performed reviews on the internal control systems of our Group. As of the Latest Practicable Date, there were no material outstanding issues relating to our Group's internal control.

During the Track Record Period, we regularly reviewed and enhanced our internal control system. Below is a summary of the internal control policies, measures and procedures we have implemented or plan to implement.

- We have implemented a range of measures and procedures covering various aspects of our business operations, including related party transactions, risk management, anti-bribery and anti-corruption, intellectual property protection, environmental protection, and occupational health and safety. For more information, see "— Intellectual Property" and "— Environmental, Social and Governance Matters." As part of our employee training program, we regularly provide training on these measures and procedures to our staff.

- Our Directors, who are responsible for overseeing the corporate governance of our Group, will, with assistance from our legal advisers, will periodically review our compliance status with all relevant laws and regulations following the [**REDACTED**].

- We have established an audit committee which (i) makes recommendations to our Directors on the appointment and removal of external auditors; and (ii) reviews the financial statements and renders advice in respect of financial reporting as well as oversees internal control procedures of our Group.

Anti-bribery and Anti-corruption

We maintain strict anti-bribery and anti-corruption policies for our employees and business partners, which include:

- We strictly prohibit all forms of bribery, kickbacks, excessive gifts, entertainment, or any improper payments to gain undue business advantages. This prohibition applies across all business activities involving government officials, healthcare professionals, or any third parties;

- We require distributors to uphold integrity obligations under distribution agreements;

- All sales and marketing personnel must comply with promotional requirements, including restrictions on off-label promotion. Our agreements with third-party promoters include anti-bribery clauses prohibiting any inducements to healthcare professionals or regulatory agencies; and

- We maintain accurate books and records reflecting all transactions in reasonable detail. False invoices, unusual expenses, or misleading entries are strictly prohibited and must be promptly reported.

AWARDS AND RECOGNITION

The table below sets forth a summary of the key awards and recognitions we have received.

Year	Award/Recognition	Granting Authority
2025 . . .	National "Little Giant" Enterprise Specialized in Niche Sectors (7th Batch) (第七批專精特新"小巨人"企業)	Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部)
2025 . . .	First Prize of Jiangsu Provincial Science and Technology Progress Award (江蘇省科學技術進步獎一等獎)	Department of Science and Technology of Jiangsu Province (江蘇省科學技術廳)
2025 . . .	2025 Jiangsu Gazelle Enterprise (2025年江蘇瞪羚企業)	Jiangsu New-Quality Productive Forces Promotion Center (江蘇省新質生產力促進中心)
2025 . . .	Top 50 Innovative Pharmaceutical Enterprises in China (醫藥行業自主創新前五十家企業)	All-China Federation of Industry and Commerce Pharmaceutical Chamber of Commerce (全聯醫藥業商會)

Year	Award/Recognition	Granting Authority
2024 . . .	Jiangsu Provincial "Specialized, Refined, Differential and Innovative" Small and Medium-Sized Enterprise (2024年度江蘇省專精特新中小企業)	Department of Industry and Information Technology of Jiangsu Province (江蘇省工業和信息化廳)
2024 . . .	High and New Technology Enterprise Certificate (高新技術企業證書)	Department of Science and Technology of Jiangsu Province and Department of Finance of Jiangsu Province (江蘇省科學技術廳、江蘇省財政廳)

ONE-OFF TRANSACTION

Description of the Transaction

We entered into a property lease agreement (the "**Property Lease Agreement**") with AstraZeneca Investment (China) Limited, which is an associate of AstraZeneca AB, being our substantial shareholder. Pursuant to the Property Lease Agreement, we agreed to lease properties with a total gross area of approximately 8,112.67 sq.m. located at Building 4, No. 199 and 245 Liangjing Road, Pilot Free Trade Zone, Shanghai, PRC with a term of ten years commencing on January 1, 2018 to December 31, 2027. The leased properties under the Property Lease Agreement are used by our Company for daily operations and business, such as R&D activities, office spaces and staffing. The Property Lease Agreement was entered into (i) in the ordinary and usual course of business of our Group, (ii) on arm's length basis, and (iii) on normal commercial terms or better with the rents being agreed with reference to the prevailing markets rates of comparable properties in the locality and acreage of the properties.

The balance of the lease liabilities, being the present value of the lease payments recognized by our Group in relation to the Property Lease Agreement according to IFRS16 as of September 30, 2025 amounted to RMB26.2 million. For the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025, the right-of-use assets in connection with the Property Lease Agreements were approximately RMB50.2 million, RMB35.1 million and RMB25.7 million, respectively.

Reasons and Benefits of the Transaction

It is a common practice in the pharmaceutical industry that an R&D driven company, like us, operates by leasing properties so as to allocate a substantial part of its cash flow into R&D activities.

We have been leasing the relevant properties from AZAB during the Track Record Period. While we are also actively identifying and assessing suitable alternative properties in the market to cater for potential needs upon expiration of the Property Lease Agreement, continuous leasing the relevant properties from AZAB can reduce our costs associated with new premises and involving in prolonged negotiations of lease agreements with third party property's owners. Additionally, given that any relocation of facility or change of the current arrangements under the currently effective property lease agreement may cause certain disruption to our business operation and incur additional relocation costs, it is cost efficient and beneficial to our operations to continue leasing the relevant properties from AZAB. In light of the foregoing, our Directors are of the view that such arrangement is fair and reasonable and in the best interest of our Group and Shareholders as a whole.

Listing Rules Implications

IFRS 16 (Leases) requires a lessee to recognize assets and liabilities for lease with a term of more than 12 months. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments in future. In accordance with IFRS 16, our Group recognized a right-of-use asset on the statement of financial position in connection with the lease under the Property Lease Agreement. Therefore, the leases under the Property Lease Agreement are regarded as an acquisition of a capital asset of our Group and a one-off connected transaction entered into by our Group prior to the [**REDACTED**], rather than a continuing connected transaction, for the purposes of the Listing Rules. Accordingly, the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules will not be applicable.

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the total issued share capital of our Company was RMB 464,018,967, comprising 464,018,967 A Shares of nominal value of RMB1.00 each, which are all listed on the main board of the Shanghai Stock Exchange.

Description of Shares	Number of Shares	Percentage of total issued share capital of our Company
A Shares	464,018,967	100%
Total	**464,018,967**	**100%**

UPON COMPLETION OF THE [REDACTED]

Immediately following the completion of the [**REDACTED**], assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], the share capital of our Company will be as follows.

Description of Shares	Number of Shares	Percentage of total issued share capital of our Company
A Shares	464,018,967	[**REDACTED**]
H Shares to be issued pursuant to the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]
Total	[**REDACTED**]	**100%**

Immediately following the completion of the [**REDACTED**], assuming (i) the [**REDACTED**] is fully exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], the share capital of our Company will be as follows.

Description of Shares	Number of Shares	Percentage of total issued share capital of our Company
A Shares	464,018,967	[**REDACTED**]
H Shares to be issued pursuant to the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]
Total	[**REDACTED**]	**100%**

OUR SHARES

Our H Shares in issue upon completion of the [**REDACTED**], and our A Shares, are ordinary Shares in our share capital and are considered as one class of Shares. Shanghai-Hong Kong Stock Connect has established a stock connect mechanism between mainland China and Hong Kong. Our A Shares can be [**REDACTED**] for and [**REDACTED**] by mainland Chinese investors, qualified foreign institutional investors or qualified foreign strategic investors and must be traded in Renminbi. As our A Shares are eligible securities under the Northbound Trading Link, they can also be subscribed for and [**REDACTED**] by Hong Kong and other overseas investors pursuant to the rules and limits of Shanghai-Hong Kong Stock Connect. Our H Shares can be [**REDACTED**] or [**REDACTED**] by Hong Kong and other overseas investors and qualified domestic institutional investors. If our H Shares are eligible securities under the Southbound Trading Link, they can also be [**REDACTED**] and traded by mainland Chinese investors in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

RANKING

Our H Shares and our A Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends in respect of our H Shares are to be paid by us in Hong Kong dollars whereas all dividends in respect of our A Shares are to be paid by us in Renminbi. In addition to cash, dividends may also be distributed in the form of Shares. Holders of our H Shares will receive share dividends in the form of H Shares, and holders of our A Shares will receive share dividends in the form of A Shares.

NO CONVERSION OF OUR A SHARES INTO H SHARES FOR [REDACTED] AND [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Our A Shares and our H Shares are generally neither interchangeable nor fungible, and the [**REDACTED**] of our A Shares and our H Shares may be different after the [**REDACTED**]. The Guidelines on Application for "Full Circulation" of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請"全流通"業務指引》) announced by the CSRC are not applicable to companies dual listed in the PRC and on the Hong Kong Stock Exchange. As of the Latest Practicable Date, there were no relevant rules or guidelines from the CSRC providing that A Shareholders may convert A shares held by them into H shares for [**REDACTED**] and [**REDACTED**] on the Hong Kong Stock Exchange.

APPROVAL FROM HOLDERS OF A SHARES REGARDING THE [REDACTED]

Approval from holders of A Shares is required for our Company to issue H Shares and seek the [**REDACTED**] of H Shares on the Hong Kong Stock Exchange. Such approval was obtained by us at the Shareholders' general meeting of our Company held on January 9, 2026 and is subject to the following major conditions:

(i) *Size of the* [**REDACTED**]. The proposed number of H Shares to be [**REDACTED**] shall not exceed [**REDACTED**]% of the total issued share capital enlarged by the H Shares to be [**REDACTED**] pursuant to the [**REDACTED**] (before the exercise of the [**REDACTED**]). The number of H Shares to be [**REDACTED**] pursuant to the full exercise of the [**REDACTED**] shall not exceed [**REDACTED**]% of the total number of H Shares to be [**REDACTED**] initially under the [**REDACTED**].

(ii) *Method of* [**REDACTED**]. The method of [**REDACTED**] shall be by way of an [**REDACTED**] to institutional [**REDACTED**] and a public [**REDACTED**] for [**REDACTED**] in Hong Kong.

(iii) *Target* [**REDACTED**]. The H Shares shall be issued to public [**REDACTED**] in Hong Kong under the [**REDACTED**] and international [**REDACTED**], qualified domestic institutional [**REDACTED**] in mainland China and other [**REDACTED**] who are approved by mainland Chinese regulatory bodies to [**REDACTED**] abroad in [**REDACTED**].

(iv) [**REDACTED**] *basis.* The [**REDACTED**] of the H Shares will be determined by the Board and its authorized person with the authorization of the Shareholders' general meetings, together with the [**REDACTED**], after full consideration of the interests of existing Shareholders and the conditions of domestic and international capital markets conditions with reference to the international practices and through demands for orders and book-building process using a market-oriented pricing method.

(v) *Validity period.* The issue and [**REDACTED**] of H Shares on the Hong Kong Stock Exchange shall be completed within 24 months from the date on which such matters were approved at the Shareholders' meeting held on January 9, 2026.

There are no other approved [**REDACTED**] plans for our Shares except the [**REDACTED**].

SHAREHOLDERS' GENERAL MEETINGS

For details of circumstance under which our shareholders' general meeting is required, see "Summary of Articles of Association — Shareholders and Shareholders' Meeting" in Appendix V to this document.

So far as our Directors are aware, immediately following completion of the [**REDACTED**] and assuming the [**REDACTED**] is not exercised and no other changes are made to the issued share capital of our Company from the Latest Practicable Date to the [**REDACTED**], the following persons will have interests or short positions (if applicable) in the Shares or underlying Shares, which would be required to be disclosed to our Company and the Stock Exchange pursuant to the provisions in Divisions 2 and 3 of Part XV of the SFO, or be interested, directly or indirectly, in 10% or more of the nominal value of any class, or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at Shareholders' general meetings of our Company:

Name of Shareholders	Nature of interest	Description of Shares	Number of Shares	Approximate % of the total issued share capital of our Company as of the Latest Practicable Date	Immediately after the [REDACTED]	
					Approximate % of the A Shares of our Company	Approximate % of the total issued share capital of our Company
Future Industry Investment Fund (Limited Partnership) (先進製造產業投資基金(有限合夥)) ("**FIIF**")[(1)]	Beneficial owner	A Shares	108,923,023	23.47%	[**REDACTED**]	[**REDACTED**]
AstraZeneca AB[(2)]	Beneficial owner	A Shares	108,923,023	23.47%	[**REDACTED**]	[**REDACTED**]
Jiangsu Wuxi Dizhe Enterprise Management Partnership (Limited Partnership) (江蘇無錫迪喆企業管理合夥企業(有限合夥)) ("**Wuxi Dizhe**")[(3)]	Beneficial interest	A Shares	57,451,788	12.38%	[**REDACTED**]	[**REDACTED**]
	Interests held jointly with another person[(5)]	A Shares	13,668,755	2.95%	[**REDACTED**]	[**REDACTED**]
Dr. Zhang Xiaolin (張小林)	Beneficial interest	A Shares	8,501,472	1.83%	[**REDACTED**]	[**REDACTED**]
	Interest in controlled corporation; Interests held jointly with another person[(3)(4)(5)]	A Shares	62,619,071	13.49%	[**REDACTED**]	[**REDACTED**]
ZYTZ Partners Limited ("**ZYTZ**")[(5)]	Beneficial interest	A Shares	5,167,283	1.11%	[**REDACTED**]	[**REDACTED**]
	Interests held jointly with another person	A Shares	65,953,260	14.21%	[**REDACTED**]	[**REDACTED**]

Notes:

(1) FIIF, a limited partnership established in the PRC, is managed by its general partner, SDICFUND Management Co., Ltd. (國投創新投資管理有限公司) ("**SDICFUND**"). SDICFUND is 40% owned by China State Investment High-Tech Industrial Investment Co., Ltd. (中國國投高新產業投資有限公司), which in turn is

controlled by State Development and Investment Group Co., LTD. (國家開發投資集團有限公司), a state-owned enterprise. As such, under the SFO, each of State Development and Investment Group Co., LTD., China State Investment High-Tech Industrial Investment Co., Ltd. and SDICFUND is deemed to be interested in Shares held by FIIF.

(2) As of the Latest Practicable Date, AZAB is a wholly owned subsidiary of AstraZeneca PLC ("**AZ PLC**"). As such, under the SFO, AZ PLC is deemed to be interested in Shares held by AZAB.

(3) As of the Latest Practicable Date, Wuxi Sinokeen Business Consulting Co., Ltd. (無錫敦禾商務諮詢有限責任公司) ("**Wuxi Sinokeen**") acts as the general partner of Wuxi Dizhe. The limited partnership interests in Wuxi Dizhe are held as to (a) 61.11% by Dr. Zhang Xiaolin; and (b) the remaining 38.89% by 35 other limited partners, each holding less than 30% interest therein. Wuxi Sinokeen is owned as to 90% and 10% by Dr. Zhang Xiaolin, being our founder, chairperson of the Board, executive Director and Chief Executive Officer and Dr. Yang Zhenfan (楊振帆), being our deputy general manager and chief medical officer, respectively. As such, under the SFO, Dr. Zhang Xiaolin is deemed to be interested in the Shares held by Wuxi Dizhe.

(4) As of the Latest Practicable Date, ZYTZ is wholly-owned by Dezent Partners Limited, which is in turn 75% owned by Dr. Zhang Xiaolin. As such, under the SFO, Dr. Zhang Xiaolin is deemed to be interested in the Shares held by ZYTZ.

(5) As advised by our PRC Legal Advisor, Dr. Zhang Xiaolin is deemed to be a person acting in concert with Wuxi Dizhe and ZYTZ. As such, under the SFO, each of Wuxi Dizhe, Dr. Zhang Xiaolin and ZYTZ are deemed to be interested in the Shares held by the others therein.

For further information on any other person who will be, immediately following completion of the [**REDACTED**], directly or indirectly, interested in [**REDACTED**]% or more of the issued voting shares of our subsidiaries, see "Appendix VI — Statutory and General Information — Further Information about Our Directors and Substantial Shareholders — Interests of Substantial Shareholders — Interests in our Company's subsidiaries."

BOARD OF DIRECTORS

Upon the [**REDACTED**], our Board will consist of eight Directors, comprising two executive Directors, two non-executive Directors and four independent non-executive Directors. Pursuant to the Articles of Association, our Directors are elected and appointed by the Shareholders for a term of three years and are eligible for re-election upon expiry of their terms of office. According to the relevant PRC laws and regulations, an independent non-executive Director shall not serve for more than six consecutive years.

The following table sets forth the key information about our Directors as of the Latest Practicable Date.

Name	Age	Positions	Timing of joining our Group	Date of appointment as a Director	Roles and responsibilities
Dr. Zhang Xiaolin (張小林)	61	Chairperson of the Board, executive Director and Chief Executive Officer	Founder	September 7, 2020	Providing strategic leadership and oversight of the overall business and operations of our Group
Ms. Kang Xiaojing (康曉靜)	49	Executive Director	December 2017	November 21, 2025	Overseeing comprehensive financial management and operations of our Group
Dr. Lu Simon Dazhong (呂大忠)	57	Non-executive Director	October 2017	September 7, 2020	Providing professional advice to the Board
Mr. Rodolphe Peter André Grépinet	52	Non-executive Director	October 2017	September 7, 2020	Providing professional advice to the Board
Dr. Jiang Bin (姜斌)	61	Independent non-executive Director	September 2020	September 7, 2020	Supervising and providing independent opinion and judgment to the Board
Dr. Zhu Guanshan (朱冠山)	61	Independent non-executive Director	September 2020	September 7, 2020	Supervising and providing independent opinion and judgment to the Board

Name	Age	Positions	Timing of joining our Group	Date of appointment as a Director	Roles and responsibilities
Ms. An Meixia (安梅霞)	54	Independent non-executive Director	December 2024	December 30, 2024	Supervising and providing independent opinion and judgment to the Board
Ms. Wang Tianyou (王天佑)	41	Independent non-executive Director	January 2026	January 9, 2026	Supervising and providing independent opinion and judgment to the Board

Executive Directors

Dr. Zhang Xiaolin (張小林), aged 61, is our founder, chairperson of the Board, the executive Director and Chief Executive Officer. He is primarily responsible for providing strategic leadership and oversight of the overall business and operations of our Group.

Dr. Zhang is a seasoned senior executive in the pharmaceutical industry and a leader in China's biotechnology sector, possessing deep scientific expertise and an entrepreneurial vision. With extensive experience across research and development, corporate management and strategic decision-making, he has been the driving force behind the inception and visionary growth of our Group.

Dr. Zhang founded our Company in October 2017 and has held current position since then. Additionally, he holds directorships in several of subsidiaries of our Group, including: (i) an executive Director in Dizal Shanghai since December 2017, (ii) an executive Director in Dizal Beijing since June 2020; (iii) an executive Director in Gewu Biotechnology since its inception in May 2025.

Prior to joining our Group, Dr. Zhang served as a vice president and head of AstraZeneca Innovative Medicine and Early Development Asia ("**iMED Asia**") from May 2010 to December 2017. Before that, he was a researcher in the Department of Pathology at Harvard Medical School.

Dr. Zhang has also been a guest investigator at the Institute of Molecular Medicine, Peking University since November 2015.

Dr. Zhang obtained his PhD in molecular genetics from Oregon State University in the United States in June 1995.

Ms. Kang Xiaojing (康曉靜), aged 49, is our executive Director. She is primarily responsible for overseeing comprehensive financial management and operations of our Group.

Ms. Kang has extensive experience in finance and accounting. Prior to joining our Group, from August 1996 to August 2001, she worked at Shanghai Coking Co., Ltd. (上海焦化有限公司). Following this, she worked at Sunrise Chemical Co., Ltd. (上海三瑞化學有限公司) from August 2001 to March 2004. From July 2004 to March 2005, Ms. Kang worked at Hua Wei Semiconductor (Shanghai) Co., Ltd. (華微半導體(上海)有限公司). Following that, she worked at AstraZeneca Pharmaceutical Co., Ltd.(阿斯利康製藥有限公司). From September 2007 to February 2008, she worked at AstraZeneca (Wuxi) Trading Co., Ltd. (阿斯利康(無錫)貿易有限公司). She then worked at AstraZeneca Investment (China) Co., Ltd. from March 2008 to December 2017.

Ms. Kang joined our Company in December 2017. She served as the employee representative supervisor from February 2022 to June 2025. Since December 2017, she has been the finance supervisor (財務主管) of our Company.

Ms. Kang obtained her master's degree in business administration from East China University of Science and Technology (華東理工大學) in the PRC in June 2016.

Non-Executive Directors

Dr. Lu Simon Dazhong (呂大忠), aged 57, is our non-executive Director. He joined our Group in October 2017 and has held his current position since then. He is primarily responsible for providing professional advice to the Board.

Dr. Lu has over 15 years of experience in private equity investment. Previously, Dr. Lu served as a managing director at SDICFUND Management Co., Ltd. (國投創新投資管理有限公司) from August 2009.

Outside the Group, Dr. Lu has served as a non-executive director of Ascentage Pharma Group International, a company listed on the Stock Exchange (stock code: 6855) and Nasdaq (stock code: AAPG), since August 2018.

Dr. Lu obtained his master's degree in business administration from McGill University in Canada in June 1999. He was qualified as a Certified Public Accountant by the State Board of Accountancy in Delaware in April 2000.

Mr. Rodolphe Peter André Grépinet, aged 52, is our non-executive Director. He joined our Group in October 2017 and has held his current position since then. He is primarily responsible for providing professional advice to the Board.

Prior to joining our Group, Mr. Grépinet joined AstraZeneca UK Limited, a subsidiary of AstraZeneca PLC in April 2014 as a senior vice president of corporate development, where he is primarily responsible for overseeing the M&A strategy and execution.

Mr. Grépinet obtained his master's degree in management from ESCP Business School in France in July 1996.

Independent Non-Executive Directors

Dr. Jiang Bin (姜斌), aged 61, joined our Group as an independent Director in September 2020, and was re-designated as an independent non-executive Director in January 2026. He is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Dr. Jiang served as an attending physician in the oncology department at Changhai Hospital (上海長海醫院) until August 2005. Since July 2006, he has served as chair of the department of oncology in the Shanghai Ninth People's Hospital of Shanghai Jiao Tong University, School of Medicine (上海交通大學醫學院附屬第九人民醫院), formerly known as the Shanghai Third People's Hospital of Shanghai Jiao Tong University, School of Medicine (上海交通大學醫學院附屬第三人民醫院).

Dr. Jiang obtained his bachelor's degree in medicine in July 1987 and master's degree in medicine in July 1996 from Naval Medical University in the PRC. He further obtained his Ph.D. degree in Oncology from Shanghai Jiao Tong University (上海交通大學) in the PRC in June 2011. He is a holder of PRC Medical Practitioner.

Dr. Zhu Guanshan (朱冠山), aged 61, joined our Group as an independent Director in September 2020, and was re-designated as an independent non-executive Director in January 2026. He is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Dr. Zhu was a physician at Changhai Hospital (上海長海醫院). From May 2005 to April 2007, he served as the director of technology and development department at Shanghai GeneCore BioTechnologies Co., Ltd. (上海基康生物技術有限公司). From May 2007 to May 2014, he served as a principal scientist at AstraZeneca Investment (China) Co., Ltd. He joined Amoy Diagnostics Co., Ltd. (厦門艾德生物醫藥科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300685), in June 2014 and was appointed as a director at June 2015, serving in such capacity until December 2022. Since January 2023, he has served as a scientific consultant at Shanghai Xiawei Medical Laboratory (上海廈維醫學檢驗實驗室有限公司). Following that, he has been the deputy general manager of research and development at Shanghai Pingpu Medical Technology Co., Ltd. (上海蘋譜醫療科技有限公司) since September 2023.

Dr. Zhu obtained his bachelor's degree in medicine in July 1987 and master's degree in medicine in July 1995 from Naval Medical University. He then obtained his Ph.D. degree in medicine from the University of Essen in Germany in March 2000. He is a holder of PRC Medical Practitioner.

Ms. An Meixia (安梅霞), aged 54, joined our Group as an independent Director in December 2024, and was re-designated as an independent non-executive Director in January 2026. She is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Ms. An has extensive professional experience in accounting and auditing. She joined Shanghai Tongji Science & Technology Industrial Co., Ltd. (上海同濟科技實業股份有限公司) as an accountant in October 2002, and left the company in September 2016. Following this, she took up management work at the finance center at the China State Institute of Pharmaceutical Industry (中國醫藥工業研究總院) from September 2016 to April 2017. From June 2017 to October 2020, she was a deputy general manager of the audit supervision department at Tech-Bank Food Co., Ltd. (天邦食品股份有限公司). Since February 2021, Ms. An has served as a faculty member at the School of Economics and Management, Huangshan University (黃山學院) in the PRC. Since December 2025, Ms. An served as an independent non-executive director of Huangshan Novel Co., Ltd. (黃山永新股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002014).

Ms. An obtained her bachelor's degree from Anhui Agricultural University in the PRC in July 1996. She then completed her postgraduate coursework program in Finance at Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 2009. Ms. An obtained her Chinese Certified Public Accountant qualification in December 2009 and her senior accountant qualification in April 2008.

Ms. Wang Tianyou (王天佑), aged 41, joined our Group as an independent non-executive Director in January 2026. She is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Ms. Wang has extensive professional experience in banking and financial services. She worked at Standard Chartered Bank (Hong Kong) Limited until June 2017. From June 2017 to October 2018, she served as a relationship manager in the marketing division at BNP Paribas Hong Kong Branch. From October 2018 to November 2020, she held director title and served as a relationship manager at Union Bancaire Privee, UBP SA, Hong Kong Branch. From December 2020 to November 2021, Ms. Wang served as a director of investment solution sales in sales department at Harvest Global Investments Limited (嘉實國際資產管理股份有限公司). From December 2021 to July 2022, she served as an executive director of private wealth management department at Haitong International Securities Group of Companies (海通國際證券有限公司). She served as a senior vice president at Citicorp International Limited (花旗國際股份有限公司) from March 2023 to April 2024.

Ms. Wang obtained her bachelor's degree in economics from the University of International Relations (國際關係學院) in the PRC in June 2007. Ms. Wang is licensed under the SFO as a responsible officer to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The following table sets forth the key information about our senior management as of the Latest Practicable Date.

Name	Age	Positions	Timing of joining our Group	Date of appointment as a senior management	Roles and responsibilities
Dr. Zhang Xiaolin (張小林)	61	Chairperson of the Board, executive Director and Chief Executive Officer	Founder	October 2017	Providing guidance and supervision regarding the overall business and operation of our Group
Dr. Yang Zhenfan (楊振帆)	57	Deputy general manager and chief medical officer	December 2017	December 2017	Overseeing clinical development and medical strategy of our Group
Mr. Lyu Hongbin (呂洪斌)	47	Chief financial officer and Board secretary	July 2020	September 2020	Overseeing the overall financial affairs of our Group
Ms. Wu Qingyi (吳清漪)	51	Deputy general manager and chief commercial officer	October 2021	October 2021	Overseeing the commercial strategy and operations of our Group
Ms. Chen Suqin (陳素勤)	58	Deputy general manager and senior vice president of clinical operation	January 2018	January 2018	Overseeing clinical trial planning and execution of our Group
Dr. Zeng Qingbei (曾慶北)	63	Deputy general manager, senior vice president and chief scientist	December 2017	December 2017	Overseeing the scientific strategy and R&D programs of our Group
Dr. Tsui Honchung (徐漢忠)	57	Deputy general manager, senior vice president and head of medicinal chemistry	December 2017	December 2017	Overseeing the drug discovery of our Group

Name	Age	Positions	Timing of joining our Group	Date of appointment as a senior management	Roles and responsibilities
Dr. Chang Shih-Ying (張世英)	62	Deputy general manager, vice president and head of chemical manufacturing	January 2019	January 2019	Overseeing the chemical manufacturing and quality control of our Group
Ms. Zhang Zhiwei (張知為)	43	Deputy general manager, vice president and head of operation	February 2018	February 2018	Overseeing the human resources, information technology, facilities and equipment and administrative affairs of our Group

Dr. Zhang Xiaolin (張小林), aged 61, is our chairperson of the Board, executive Director and Chief Executive Officer. For his biography, see "— Board of Directors — Executive Directors" in this section.

Dr. Yang Zhenfan (楊振帆), aged 57, is our deputy general manager and chief medical officer. She is primarily responsible for overseeing clinical development and medical strategy of our Group.

Dr. Yang joined our Group in December 2017 as current position. She has more than ten years of clinic and clinical research experience. From September 1998 to March 1999, she pursued special studies in liver transplantation in the department of surgery of the University of Hong Kong. From August 2002 to October 2009, Dr. Yang held various positions at the University of Hong Kong, including research assistant professor and assistant professor. From December 2008 to December 2017, she held various positions at the AstraZeneca Investment (China) Co., Ltd., including principal scientist, project director and medical science director.

Dr. Yang obtained her bachelor's degree in medicine in June 1992 and her master's degree in medicine in July 1995 from the West China Medical Center, Sichuan University (四川華西醫科大學) in the PRC. She then obtained her Ph.D. degree from the University of Hong Kong in 2002.

Mr. Lyu Hongbin (呂洪斌), aged 47, is our chief financial officer and Board secretary. He is primarily responsible for overseeing the overall financial affairs of our Group.

Mr. Lyu has around 15 years of experience in investment banking. From June 2007 to September 2015, he served as an executive managing director of the investment banking division at China International Capital Corporation (中國國際金融股份有限公司). Following that, from September 2015 to August 2020, he served as the Co-head of the health industry department at Huatai United Securities Co., Ltd. (華泰聯合證券有限責任公司).

Mr. Lyu obtained his bachelor's degree in economics from Northeast University of Finance and Economics (東北財經大學) in the PRC in July 2001. He then obtained his master's degree of business administration from Central University of Finance and Economics (中央財經大學) in the PRC in June 2013.

Ms. Wu Qingyi (吳清漪), aged 51, is our deputy general manager and chief commercial officer. She is primarily responsible for overseeing the commercial strategy and operations of our Group.

Ms. Wu has extensive experience in the pharmaceutical and biotech industries. From March 1999 to March 2006, she worked at Lilly (Shanghai) Management Co., Ltd., where she served as a manager of product group to the diabetes division under the marketing department. From April 2006 to May 2010, she served as a senior marketing manager of ONC Asia emerging market team at Pfizer Investment Co., Ltd. (輝瑞投資有限公司). She joined Genzyme (Shanghai) Biopharmaceutical Consulting Co., Ltd. (健贊(上海)生物醫藥諮詢有限公司) as the director of new product strategy in May 2010. Thereafter, she held as the executive director of diabetes and metabolism business at AstraZeneca Investment (China) Co., Ltd. From August 2015 to June 2019, she worked at Sanofi (China) Investment Co., Ltd. Shanghai Branch as general manager of the specialty care business unit. Prior to joining our Company, she served as the chief commercial officer for the Greater China Business at BeOne Medicines Ltd. (formerly known as BeiGene, Ltd.) a company listed on the Shanghai Stock Exchange (stock code: 688235), the Stock Exchange (stock code: 6160) and Nasdaq (ticker symbol: ONC).

Ms. Wu obtained her bachelor's degree in engineering from Shanghai University (上海大學) in the PRC in July 1996.

Ms. Chen Suqin (陳素勤), aged 58, is our deputy general manager and senior vice president of clinical operation. She is primarily responsible for overseeing clinical trial planning and execution of our Group.

Ms. Chen joined our Group in January 2018 and has been appointed as her current position since then. She has over 20 years of global clinical operations experience. From April 2001 to February 2011, she worked at Shanghai Roche Pharmaceuticals Ltd. (上海羅氏製藥有限公司). From February 2011 to April 2017, Ms. Chen was the senior director of SMO China hub at AstraZeneca Investment (China) Co., Ltd.

Ms. Chen obtained her bachelor's degree in traditional Chinese medicine from China Pharmaceutical University (中國藥科大學) in the PRC in July 1989.

Dr. Zeng Qingbei (曾慶北), aged 63, is our deputy general manager, senior vice president and chief scientist. He is primarily responsible for overseeing the scientific strategy and R&D programs of our Group.

Dr. Zeng has extensive experiences in drug design and discovery. Prior to joining our Company, Dr. Zeng was a senior principal researcher at AstraZeneca Innovation Center China from January 2012 to December 2017.

Dr. Zeng obtained his Ph.D. degree in chemistry from The Ohio State University in the United States in June 1999.

Dr. Tsui Honchung (徐漢忠), aged 57, is our deputy general manager, senior vice president and head of medicinal chemistry. He is primarily responsible for overseeing drug discovery of our Group.

Dr. Tsui has over 10 years of experience in drug discovery and management. He commenced his postdoctoral research at Stanford University in September 1998. Following that, he held various positions at Schering-Plough and Merck&Co., Inc. From January 2012 to 2017, Dr. Tsui was a principal scientist at AstraZeneca Investment (China) Co., Ltd.

Dr. Tsui obtained a bachelor's degree in science from The Chinese University of Hong Kong in December 1990. He then obtained his master's degree of philosophy from The Chinese University of Hong Kong in December 1993 and his Ph.D. degree in chemistry from The Ohio State University in the United States in September 1998.

Dr. Chang Shih-Ying (張世英), aged 62, is our deputy general manager, vice president and head of chemical manufacturing. He is primarily responsible for overseeing the chemical manufacturing and quality control of our Group.

Dr. Chang has over 10 years of experiences in novel formulation development and clinical supply. Dr. Chang was a senior principal scientist at Bristol-Myers Squibb. From November 2015 to December 2018, he served as the executive director of pharmaceutical sciences/formulation research and development department at Hutchison MediPharma Inc.

Dr. Chang obtained his bachelor's degree in chemical engineering from National Tsing Hua University in June 1985. He further obtained his master's degree in science in December 1992 and his Ph.D. degree in August 1996 from the University of Maryland in the United States.

Ms. Zhang Zhiwei (張知為), aged 43, is our deputy general manager, vice president and head of operation. She is primarily responsible for overseeing the human resources, information technology, facilities and equipment and administrative affairs of our Group.

Ms. Zhang has around 20 years of experience in healthcare and pharmaceutical industries. From August 2006 to March 2011, she served as the assistant human resource manager of the human resources department at Shanghai United Family Hospital & Clinics (上海和睦家醫院). Ms. Zhang then served as the China HR manager at Hudson Recruitment (Shanghai) Limited (上海翰德人力資源有限公司) from April 2011 to November 2011. Following that, she served as the associate director of the human resources department at AstraZeneca Investment (China) Co., Ltd. from December 2011 to January 2018.

Ms. Zhang obtained her bachelor's degree in law from East China Normal University (華東師範大學) in the PRC in July 2005. She then obtained her master's degree in organization and human resource management from the University of Hong Kong in August 2012.

OTHER INFORMATION IN RELATION TO OUR DIRECTORS AND SENIOR MANAGEMENT

Save as disclosed above, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there is no other information in relation to his or her appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Save as disclosed above, none of our Directors and senior management held any directorships in any other company listed in Hong Kong or overseas during the three years immediately preceding the date of this document.

None of our Directors and senior management is related to other Directors and senior management.

Our Company dissolved the Board of Supervisors in 2025. As advised by our PRC Legal Advisors, such dissolution was made in accordance with the requirements of the PRC Company Law and relevant rules including the Notice on Transitional Arrangements for the Implementation of Supporting System Rules for the New Company Law (《關於新<公司法>配套制度規則實施相關過渡期安排》) issued by the CSRC on December 27, 2024, and is in compliance with applicable PRC laws and the CSRC's regulatory requirements.

JOINT COMPANY SECRETARIES

Mr. Lyu Hongbin (吕洪斌), aged 47, is our chief financial officer and Board secretary. He has been appointed as one of the joint company secretaries of our Company effective on January 9, 2026. For his biography, see "— Senior Management" in this section.

Ms. Tsui Ka Yan (崔嘉欣) is an assistant manager of the Listing Services Department of TMF Hong Kong Limited and is responsible for provision of corporate secretarial and compliance services to listed company clients. She has been appointed as one of the joint company secretaries of our Company effective on January 9, 2026.

She has over eight years of experience in the company secretarial field. She obtained a bachelor's degree of business administration in accountancy from City University of Hong Kong in July 2017. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Our Company has established four committees under the Board in accordance with the relevant laws and regulations in Chinese mainland, the Articles of Association and the code of corporate governance practices under the Listing Rules, including the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee.

Audit Committee

We have established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise internal control management system in the fields of financial management, risk management and regulatory compliance. The Audit Committee comprises two non-executive Directors and three independent non-executive Directors, namely, Ms. An Meixia, Dr. Lu Simon Dazhong, Mr. Rodolphe Peter André Grépinet, Dr. Zhu Guanshan and Ms. Wang Tianyou. Ms. An Meixia being the chairperson of the Audit Committee, holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Nomination Committee

We have established a Nomination Committee in compliance with the Code on Corporate Governance set out in Appendix C1 to the Listing Rules. The primary duties of the Nomination Committee are to make recommendations to our Board regarding the appointment of Directors, Board succession and appointment of members of the senior management. The Nomination Committee comprises two non-executive Directors and three independent non-executive Directors, namely, Ms. Wang Tianyou, Dr. Lu Simon Dazhong, Mr. Rodolphe Peter André Grépinet, Dr. Zhu Guanshan and Ms. An Meixia. Ms. Wang Tianyou, is the chairperson of the Nomination Committee.

Remuneration and Appraisal Committee

We have established a Remuneration and Appraisal Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Remuneration and Appraisal Committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management. The Remuneration and Appraisal Committee comprises two non-executive Directors and three independent non-executive Directors, namely, Dr. Zhu Guanshan, Dr. Lu Simon Dazhong, Mr. Rodolphe Peter André Grépinet, Ms. An Meixia and Ms. Wang Tianyou. Dr. Zhu Guanshan is the chairperson of the Remuneration and Appraisal Committee.

Strategy Committee

We have established a Strategy Committee. The primary duties of the Strategy Committee are to conduct research and making recommendations on our Company's long-term development strategy as well as substantial investment decisions. The Strategy Committee comprises one executive Director, two non-executive Directors and two independent non-executive Directors, namely, Dr. Zhang Xiaolin, Dr. Lu Simon Dazhong, Mr. Rodolphe Peter André Grépinet, Dr. Jiang Bin and Ms. Wang Tianyou. Dr. Zhang Xiaolin is the chairperson of the Strategy Committee.

CORPORATE GOVERNANCE CODE

We recognize the importance of incorporating elements of good corporate governance in our management structure and internal control procedures so as to achieve effective accountability. Our Company intends to comply with all code provisions in the Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after the [**REDACTED**] apart from code provision C.2.1 of Part 2 of the Corporate Governance Code, which provides that the roles of chairman of the Board and chief executive should be separate and should not be performed by the same individual.

The roles of chairperson of the Board and Chief Executive Officer of our Company are currently performed by Dr. Zhang. In view of Dr. Zhang's substantial contribution to our Group since our establishment and his extensive experience, we consider that having Dr. Zhang acting as both our chairperson of the Board and Chief Executive Officer will provide strong and consistent leadership to our Group and facilitate the efficient execution of our business strategies. We consider it appropriate and beneficial to our business development and prospects that Dr. Zhang continues to act as both our chairperson of the Board and Chief Executive Officer of our Company after the [**REDACTED**], and therefore currently do not propose to separate the functions of chairperson of the Board and president. While this would constitute a deviation from code provision C.2.1 of Part 2 of the Corporate Governance Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of our Company, given that: (i) there are sufficient checks and balances in the Board, as a decision to be made by our Board requires approval by at least a majority of our Directors, and our Board comprises four independent non-executive Directors, which is in compliance with the requirement under the Listing Rules; (ii) Dr. Zhang and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Moreover, the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether the separation of the roles of chairperson of the Board and president is necessary.

MANAGEMENT PRESENCE

According to Rules 8.12 and 19A.15 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Since the principal business operations of our Group are conducted in Chinese mainland, members of our senior management are, and are expected to continue to be, based in Chinese mainland. Further, as our executive Directors have a vital role in our Group's operations, it is crucial for them to remain in close proximity to our Group's central management located in Chinese mainland. Our Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. We have applied for, and the Stock Exchange [has granted], a waiver from compliance with Rules 8.12 and 19A.15 of the Listing Rules. For further details, see "Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Waiver in Respect of Management Presence in Hong Kong."

BOARD DIVERSITY POLICY

Our Board has adopted a board diversity policy which sets out the approach to achieve diversity on our Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of our Company's strategic objectives and sustainable development. Our Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to talent, skills, gender, age, cultural and educational background, ethnicity, professional experience, independence, knowledge and length of service. We will select potential Board candidates based on merit and their potential contribution to our Board while taking into consideration our own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

Our Board has a balanced mix of knowledge, skills and experience. They completed studies in various majors including but without limitation to economics, business administration, accounting and medicine. We have four independent non-executive Directors who have different industry backgrounds, ranging from 41 to 61 years old. Taking into account our business model and specific needs as well as the presence of three female Director out of a total of eight Board members, we consider that the composition of our Board satisfies our board diversity policy.

We recognize the particular importance of gender diversity on our Board. We have taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the senior management levels. Our board diversity policy provides that our Board shall take opportunities when selecting and making recommendations on suitable candidates for Board appointments with the aim of increasing the proportion of female members over time after [**REDACTED**]. In particular, taking into account the business needs of our Group and changing circumstances that may affect our business plans, we will actively identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain

a list of such female individuals who possess qualities to become our Board members, which will be periodically reviewed by our Nomination Committee in order to develop a pipeline of potential successors to our Board and promote gender diversity. Additionally, female representatives of our investors are also considered as potential candidates for Board appointments. We will also ensure that there is gender diversity when recruiting staff at the mid- to senior- levels so that we have a pipeline of female senior management and potential successors to our Board going forward. We plan to offer well-rounded trainings to female employees whom we consider have the requisite experience, skills and knowledge of our operation and business, on topics including but not limited to business operation, management, accounting and finance, and legal compliance. We are of the view that such strategies will provide our Board with ample opportunities to identify capable female employees to be nominated as Directors in the future, fulfilling our aim to develop a pipeline of female candidates to achieve greater gender diversity in our Board in the long run. We believe that such a merit-based selection process with reference to our diversity policy and the nature of our business will be in the best interests of our Company and our Shareholders as a whole. It is our objective to maintain an appropriate balance of gender diversity with reference to the stakeholders' expectations and international and local recommended best practices.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After [**REDACTED**], our Nomination Committee will review our board diversity policy and its implementation annually to monitor its continued effectiveness and we will disclose the implementation of our board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives, in our corporate governance report on an annual basis.

COMPLIANCE ADVISOR

We have appointed First Shanghai Capital Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Advisor will advise our Company in certain circumstances including:

(a) before the publication of any regulatory announcement, circular, or financial report;

(b) where a transaction, which might be a notifiable or [**REDACTED**], is contemplated, including share issues and share repurchases;

(c) where we propose to use the [**REDACTED**] of the [**REDACTED**] in a manner different from that detailed in this document or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this document; and

(d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or [**REDACTED**] of its [**REDACTED**] securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Advisor will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Advisor will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the applicable requirements under the Listing Rules and laws and regulations.

The term of appointment of our Compliance Advisor shall commence on the [**REDACTED**] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [**REDACTED**].

REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE HIGHEST PAID INDIVIDUALS

The Directors and senior management members who receive remuneration from our Company are paid in forms of fees, wages, salaries, bonuses, social security and provident fund scheme contributions, and other benefits in kind. When reviewing and determining the specific remuneration packages for our Directors and members of the senior management of our Company, the Shareholders' meetings and the Board takes into account factors such as salaries paid by comparable companies, time commitment, level of responsibilities, employment elsewhere in our Group and desirability of performance-based remuneration. As required by the relevant PRC laws and regulations, our Company also participates in various defined contribution plans organized by relevant provincial and municipal government authorities and welfare schemes for employees of our Company, including medical insurance, injury insurance, unemployment insurance, pension insurance, maternity insurance and housing provident fund.

Under the arrangement currently in force, we estimate the total compensation (excluding share-based payment expenses) before taxation to be accrued to our Directors for the year ended December 31, 2026 to be RMB11 million.

For the years ended December 31, 2023 and 2024 and nine months ended September 30, 2025, the total amount of remuneration (including Directors' fees, salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions) and share-based payments (if applicable) paid to our Directors were RMB160.0 million, RMB49.1 million and RMB19.6 million, respectively. For details on the remuneration of each Director during the Track Record Period, please refer to Note 10 to the Accountants' Report in Appendix I to this document.

For the years ended December 31, 2023 and 2024 and nine months ended September 30, 2025, the total amount of remuneration and other benefits in kind (if applicable) paid to our Supervisors were RMB2.3 million, RMB1.9 million and RMB 1.0 million, respectively. For details on the remuneration of each Supervisor during the Track Record Period, please refer to Note 10 to the Accountants' Report in Appendix I to this document.

For the years ended December 31, 2023 and 2024 and nine months ended September 30, 2025, the total emoluments paid to the five highest paid individuals (excluding 2, 1 and 1 Director(s)) by us amounted to RMB45.5 million, RMB69.1 million and RMB37.5 million, respectively. For details on the remuneration of the five highest-paid employees during the Track Record Period, please refer to Note 10 to the Accountants' Report in Appendix I to this document.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of our Company or any of our subsidiaries.

During the Track Record Period, none of our Directors or Supervisors waived any remuneration. Save as disclosed above, during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to our Directors, Supervisors or the five highest paid individuals.

CONFIRMATIONS FROM OUR DIRECTORS

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on December 18, 2025, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) that his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he or she have no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his or her independence at the time of his/her appointments.

Rule 8.10 of the Listing Rules

From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader pharmaceutical and biotech industries. However, as these non-executive Directors are not members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which these non-executive Directors may hold directorships from time to time.

Each of our Directors (excluding our independent non-executive Directors) confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

You should read the following discussion and analysis in conjunction with our audited consolidated financial information, included in the Accountants' Report in Appendix I to this document, together with the accompanying notes. Our consolidated financial information has been prepared in accordance with IFRS.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on our assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. In evaluating our business, you should carefully consider the information provided in the section headed "Risk Factors" in this document.

OVERVIEW

We are a commercial-stage biopharmaceutical company. Oncology and hematological diseases are our primary therapeutic areas. Our marketed product, ZEGFROVY® (舒沃哲®), is the world's only small molecule epidermal growth factor receptor ("**EGFR**") tyrosine kinase inhibitor ("**TKI**") approved for the treatment of lung cancer with EGFR exon 20 insertion ("**Exon20ins**") mutations, making us the first company in China to discover and develop a first-in-class drug with marketing approval in the United States

During the Track Record Period, we generated revenue from sales of our marketed products, namely ZEGFROVY® and golidocitinib, which was commercially launched in August 2023 and June 2024 in China, respectively. Our revenue increased significantly from RMB91.3 million in 2023 to RMB359.9 million in 2024, and further increased from RMB338.5 million for the nine months ended September 30, 2024 to RMB586.3 million for the same period in 2025.

BASIS OF PREPARATION

Our historical financial information has been prepared in accordance with the IFRSs. All IFRSs that are effective for the accounting period beginning on January 1, 2025, together with the relevant transitional provisions, have been early adopted by us in the preparation of the historical financial information during the Track Record Period. The historical financial information has been prepared on the historical cost convention except for certain financial assets at fair value through profit or loss, which are carried at fair value.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been and will continue to be affected by a number of factors, including the following significant factors:

The Growth of China's Pharmaceutical Market and Related Regulations

We are a commercial-stage pharmaceutical company based in China. The overall growth of China's pharmaceutical market, particularly in oncology indications and hematological diseases, has affected and will continue to affect our results of operations. The growth of China's pharmaceutical market is influenced by multiple macro and industry-specific factors, such as continued economic development, increasing per capita income and healthcare expenditure, expanding medical insurance coverage, relevant laws and regulations, and government policies. Meanwhile, the Chinese pharmaceutical industry continues to evolve rapidly, shaped by ongoing regulatory reform, technological innovation, and shifting market expectations for clinical differentiation and cost-effectiveness. Our ability to timely anticipate and adapt to evolving market trends, technological advancements, and regulatory changes will have an impact on our operations and financial performance.

In recent years, the healthcare regulatory framework in China has undergone significant changes, which may affect our financial conditions and results of operations. Market acceptance and sales volume of certain marketed products depend, in part, on the level of government spending on healthcare and the coverage of our product portfolio under government medical reimbursement or procurement schemes. For details, see "Regulatory Overview — Other Laws and Regulations in Relation to Medical Industry." Both of our ZEGFROVY® and golidocitinib are included in the NRDL in 2024, which took effect on January 1, 2025. The inclusion of our marketed products in the NRDL or other government-sponsored medical insurance programs will have an impact on our sales volume and selling prices. For details on the impact of the NRDL, see "Business — Pricing."

Our Ability to Compete Effectively and Increase the Market Share of Our Products

Our ability to sustain and grow our business depends on the competitiveness of our products and our capacity to maintain or expand their market positions in both domestic and international markets. The pharmaceutical industry in China and globally is highly competitive; factors such as pricing, product quality, brand recognition, and distribution capabilities may influence customer procurement decisions and therefore affect the sales performance of our marketed products. Consequently, our revenue and profitability may fluctuate depending on how effectively our products compete within their respective markets and whether we can successfully maintain or expand their market share.

During the Track Record Period, we generated revenue from sales of our marketed products, namely ZEGFROVY® and golidocitinib, which were launched in China in August 2023 and June 2024, respectively. Our revenue increased significantly from RMB91.3 million in 2023 to RMB359.9 million in 2024, and further increased from RMB338.5 million for the nine months ended September 30, 2024 to RMB586.3 million for the same period in 2025. The robust sales performance of our marketed products was supported by our strong R&D capabilities, high product quality, and robust sales and marketing capabilities. The future performance of our marketed products will continue to depend on their ability to compete within the market. Changes in market dynamics or competitive positioning may influence sales volumes and market share, which could in turn affect our business, financial condition, and results of operations.

In addition, pricing trends and gross profit margins in the pharmaceutical industry, including our marketed products, are subject to fluctuations driven by broader market forces and industry competition. Overall pricing levels and profitability may vary with changes in supply and demand, market structure, or general economic conditions. Our marketed products and those of our competitors may experience fluctuations in sales and profitability throughout different stages of their life cycles, as market acceptance, competition, and product maturity evolve. Such movements are typical in the industry and generally reflect broader market trends rather than company-specific developments. We currently have two marketed products, ZEGFROVY® and golidocitinib, each at different stages of commercialization and addressing distinct therapeutic areas. As a result, our overall revenue and cost structure will depend on the sales mix and relative contribution of these two products, which may vary over time depending on market dynamics, pricing, and reimbursement conditions.

Our Ability to Successfully Develop and Commercialize Our Drug Candidates

The success of our business and results of operation depend in part on our ability to advance our drug development programs, demonstrate satisfactory safety and efficacy in clinical trials, obtain the necessary regulatory approvals, and launch our products in our target markets as planned. This process requires the effective coordination of our research, clinical, regulatory, and manufacturing functions, as well as continuous investment to advance our pipeline candidates across multiple therapeutic areas. As of the Latest Practicable Date, we had five clinical-stage drug candidates.

Our ability to bring our drug candidates to market within projected timelines will be critical to sustaining our long-term growth. After our drug candidates are commercialized, our business and results of operations will depend on the market acceptance and sales of our commercialized drugs. The market performance of newly launched products will in turn be influenced by their clinical differentiation, pricing strategies, reimbursement coverage and the effectiveness of our commercialization efforts, including brand positioning and academic promotion. Furthermore, we plan to collaborate with leading academic and research institutions to access external innovation and scientific breakthroughs. These collaborations will be governed by a clear framework for project selection, milestone-based execution, and intellectual property management. In turn, such partnerships are expected to support and potentially enhance the future commercialization of our drug candidates. For details, see "Business — Our Product Portfolio" and "— Our Strategies."

See also "Risk Factors — Risks Relating to the Development of Our Drug Candidates — If we fail to achieve our expected product development milestones, it could adversely affect our business prospects."

Our Ability to Effectively Control Costs and Expenses

Our profitability depends in part on our ability to manage costs and enhance operating efficiency. As we strive to expand sales of our marketed products while implementing effective cost-control measures, we aim to maintain profitability while steadily increasing investment in our innovation-focused pipeline.

Our cost of sales consists primarily of manufacturing costs, raw material costs for our marketed products, and logistic and transportation costs, which the fluctuations in which may directly affect our gross profit margin. While we continue engaging third-party CDMOs for drug product manufacturing, we plan to gradually transition toward in-house manufacturing to enhance efficiency, quality control, and cost savings. As of the Latest Practicable Date, we have completed the construction of our international-standard manufacturing facility in Wuxi, Jiangsu. This manufacturing facility is designed to meet GMP requirements in China and the United States, and we anticipate the commercial production to commence in 2027. Our ability to manage and control manufacturing costs is expected to have a significant impact on our gross profit margin.

Our operating expenses include research and development expenses, selling and distribution expenses, as well as administrative expenses and other operating expenses. Research and development expenses constituted a significant portion of our operating expenses during the Track Record Period, reflecting our commitment to advancing our marketed drugs and drug candidates through various stages of development. In 2023, 2024 and the nine months ended September 30, 2024 and 2025, our research and development expenses amounted to RMB805.6 million, RMB723.7 million, RMB567.7 million and RMB644.2 million, respectively. In addition, we incurred substantial selling and distribution expenses during the Track Record Period, amounting to RMB210.1 million, RMB445.3 million, RMB322.5 million and RMB423.7 million, respectively. This was primarily attributable to the rapid expansion of our sales and marketing team to support the commercialization of our products.

Going forward, as we endeavor to advance our marketed drugs and innovative pipeline as well as enhance our drug development capabilities, we expect to continue incurring significant research and expenses, which may affect our results of operations for the subsequent years.

Funding for Our Operations

During the Track Record Period, we funded our operations primarily through cash generated from our financing activities, sales of our marketed products and bank borrowings. Going forward, we expect to primarily fund our future working capital and other cash requirements with cash generated from our anticipated sales of our drug candidates upon their approval, the [**REDACTED**] from the [**REDACTED**], and bank borrowings and other financing activities. However, with the continuing development of our marketed products and drug candidates, we may require further funding through debt financing, collaboration arrangements and licensing arrangements or other funding sources. Any fluctuation in funding for our operations will affect our cash flow and results of operations.

MATERIAL ACCOUNTING POLICIES AND CRITICAL JUDGMENTS AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our consolidated financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgments relating to accounting items. Estimates and judgments are continually re-evaluated and are based on historical experience and other factors, including industry practices and expectations of future events that we believe to be reasonable under the circumstances. We did not change our assumptions or estimates as of the Latest Practicable Date and have not noticed any material errors regarding our assumptions or estimates.

We set forth below some of the accounting policies that we believe are of critical importance to us or involve the most significant estimates and judgments used in the preparation of our consolidated financial statements. Our material accounting policy information and significant accounting judgments and estimates, which are important for an understanding of our financial condition and results of operations, are set forth in detail in Note 2.3 and 3 to the Accountants' Report set out in Appendix I to this document.

Material Accounting Policies

Revenue Recognition

Revenue From Contract with Customers

Sales of Pharmaceutical Products

We manufacture and sell pharmaceutical products through distributors as customers. Revenue from these sales is recognized when their control has been transferred. This occurs upon the acceptance by the distributors or delivery of the products to the designated place specified in the contract. At this point of time, both ownership and risks of loss have been transferred to the customers in accordance with the sales contract. The customers have full discretion over the manner or use and price to sell the products within a designated area. We no longer have physical possession but have a present right to remaining payment.

Contract liability is recognized when we receive consideration in advance of transferring the control of the promised goods. A receivable is recognized when the control of the promised goods has been transferred to the customers but we did not received consideration in advance, as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

No element of financing is deemed present as the period between when we receive consideration and transferring control of the promised goods is generally within 60 days. We do not expect to have any contract containing financing components. As a consequence, we do not adjust any of the transaction prices for the time value of money.

We allow certain customers sales rebate if certain performance target has been met and a right to return the goods for a full refund if they have quality issue. We use an expected value approach to estimates these rebates, discounts and returns, based on its specified terms of the contracts, accumulated experience with customers, their settlement patterns and historical data on returns for specific products. Revenue is recognized only to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognized will not occur subsequently. We review our estimate at each reporting date and update the amounts of the asset and liability accordingly.

Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and we will comply with all the attached conditions. Government grants relating to costs are deferred and recognized in the consolidated statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to assets are included in non-current liabilities as deferred income and are credited to the consolidated statement of profit or loss on a straight-line basis over the expected useful lives of the related asset.

Property, Plant and Equipment and Depreciation

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are recognized as an expense in profit or loss in the period in which they are incurred.

Depreciation is calculated to write off the cost of property, plant and equipment, other than construction in progress ("**CIP**") less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Leasehold land classified as right-of-use assets	50 years
Plant and buildings classified as right-of-use assets	Over the terms of the leases
Electronic equipment	5 years
Computer equipment	3 years
Furniture and fixture	5 years or over the terms of the leases, whichever is the shorter
Motor vehicles	4 years

The assets' estimated useful lives estimated residual values and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

CIP, which mainly represents properties under construction, is stated at cost less any impairment losses. CIP is reclassified to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of CIP until it is completed and ready for its intended use.

The gain or loss arising on retirement or disposal is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognized in profit or loss.

Financial Instrument

Financial Assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that we commit to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Debt Instruments

Subsequent measurement of debt instruments depends on our business model for managing the asset and the cash flow characteristics of the asset. We classify our debt instruments as follows:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Financial assets at amortized cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

FVPL: FVPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Impairment Loss on Financial Assets

We recognize loss allowances for expected credit loss ("**ECL**") on trade receivables and financial assets measured at amortized cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which we are exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that we expect to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

We measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. We have established a provision matrix that is based on our historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets at amortized cost, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, we consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on our historical experience and informed credit assessment and including forward-looking information.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to us.

We assume that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

We consider a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to us in full, without recourse by us to actions such as realizing security (if any is held); or (2) the financial asset is more than 90 days past due unless we have reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortized cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

Financial Liabilities

We classify our financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVPL are initially measured at fair value and financial liabilities at amortized cost are initially measured at fair value, net of directly attributable costs incurred.

Financial Liabilities at Amortized Cost

Financial liabilities at amortized cost including trade payables, other payables and accruals, interest-bearing borrowings and lease liabilities issued by us are subsequently measured at amortized cost, using the effective interest method. The related interest expense is recognized in accordance with Note 2.3(m).

Gains or losses are recognized in profit or loss when the liabilities are derecognized as well as through the amortization process.

Derecognition

We derecognize a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires.

Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realizable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of work in progress, costs include direct labor and appropriate share of overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized.

The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

Significant Accounting Judgments and Estimates

In the process of applying our accounting policies, our management has made the following judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Fair Value Measurement

A certain asset included in our historical financial information require measurement at, and/or disclosure of, fair value. The fair value measurement of our financial assets utilizes market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorized into different levels based on how observable the inputs used in the valuation technique utilized are (the "fair value hierarchy"):

– Level 1: unadjusted quoted prices in active markets for identical assets;

– Level 2: observable inputs other than quoted prices included within Level 1; and

– Level 3: unobservable inputs are inputs for which market data are not available.

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognized in the period they occur.

We measure the following item at fair value:

– Financial assets at FVPL

For more detailed information in relation to the fair value measurement of the items above, please refer to Note 32(e) to the Accountants' Report set out in Appendix I to this document.

Income Tax and Deferred Tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. We carefully evaluate tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognized only if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

Recognition of Equity-Settled Share-Based Payments

We recognize share-based compensation expense for equity-settled employee awards based on the fair value of our share options at the grant date, adjusted for estimated forfeitures. The awards are subject to service conditions (e.g., continued employment over a specified period) and performance conditions (e.g., achievement of our revenue targets and individual performance metrics). Significant judgment is required to estimate the number of awards expected to vest, particularly due to subjective factors such as:

- likelihood of achieving the research and development milestones;
- individual performance evaluations, and
- expected staff turnover rates.

As of the end of each date during the Track Record Period, we assess the probability of meeting performance conditions by reviewing internal forecasts, macroeconomic factors, and grantees' performance. Forfeiture assumptions are also updated using historical staff turnover data, though these trends may change over time.

DESCRIPTION OF CERTAIN CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME ITEMS

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income items for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Revenue	91,289	359,901	338,451	586,301
Cost of sales	(3,215)	(9,316)	(7,697)	(25,325)
Gross profit	**88,074**	**350,585**	**330,754**	**560,976**
Other income	35,261	43,323	33,245	49,574
Other gains/(losses), net	20,661	13,772	10,058	16,679
Selling and distribution expenses	(210,050)	(445,331)	(322,539)	(423,740)
Research and development expenses	(805,598)	(723,687)	(567,729)	(644,236)
Administrative and other operating expenses	(228,386)	(155,558)	(117,992)	(118,563)
Finance costs	(7,574)	(22,755)	(15,441)	(23,591)
Loss before income tax	**(1,107,612)**	**(939,651)**	**(649,644)**	**(582,901)**
Income tax expense	(101)	(4)	(4)	(52)
Loss and total comprehensive income for the year/period	**(1,107,713)**	**(939,655)**	**(649,648)**	**(582,953)**

Revenue

During the Track Record Period, we generated revenue from sales of our marketed products in China, namely ZEGFROVY® and golidocitinib. We commercially launched ZEGFROVY® and golidocitinib in August 2023 and June 2024 in China, respectively. As our pipeline drug candidates are expected to launch into the market in the future upon approval, and as we successfully expand the indications of our marketed products, our sources of revenue are expected to become more diversified.

The following table sets forth a breakdown of our total revenue by product, in absolute amounts and as a percentage of our total revenue, for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
ZEGFROVY®	91,289	100.0	310,805	86.4	285,746	84.4	422,094	72.0
Golidocitinib	–	–	49,096	13.6	52,705	15.6	164,207	28.0
Total	**91,289**	**100.0**	**359,901**	**100.0**	**338,451**	**100.0**	**586,301**	**100.0**

During the Track Record Period, our revenue grew substantially due to the successful launch of our marketed products and our efficient pre-launch execution strategies. Our ZEGFROVY® and golidocitinib were included in the NRDL in late 2024, resulting in price reductions effective January 1, 2025. In line with industry practice and to foster robust distributor partnerships, we provided one-off price compensation for our distributors as of December 31, 2024. This compensation, recorded as a revenue reduction in the fourth quarter of 2024, resulting in a relative lower full-year 2024 revenue.

Cost of Sales

Our cost of sales consists of (i) manufacturing overheads, mainly for our CDMOs, (ii) raw material costs for our marketed products, and (iii) logistic and transportation costs, primarily related to the delivery of marketed products to distributors.

The following table sets forth a breakdown of our cost of sales by nature, in absolute amounts and as a percentage of total cost of sales, for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
Manufacturing overheads	2,320	72.2	6,678	71.7	5,506	71.5	18,992	75.0
Raw material costs	663	20.6	2,066	22.2	1,712	22.2	5,402	21.3
Logistic and transportation costs	232	7.2	572	6.1	479	6.2	931	3.7
Total	**3,215**	**100.0**	**9,316**	**100.0**	**7,697**	**100.0**	**25,325**	**100.0**

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales, and our gross profit margin represents our gross profit as a percentage of our revenue. Our gross profit amounted to RMB88.1 million, RMB350.6 million, RMB330.8 million and RMB561.0 million in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

Our gross profit margin was 96.5%, 97.4%, 97.7% and 95.7% in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively. Our relatively high gross profit margins during the Track Record Period were primarily due to our enhanced bargaining power with respect to selling prices, leveraged through our R&D expertise and innovative product portfolio. This was exemplified by ZEGFROVY®, which is China's first innovative first-in-class drug with U.S. marketing approval, and golidocitinib, the world's first and only approved JAK1 inhibitor for relapsed or refractory peripheral T-cell lymphoma. In addition, we maintain effective control over our cost of sales by implementing optimized raw material procurement strategies, including leveraging long-term supplier relationships, enhancing supply chain efficiency, and closely monitoring market trends to ensure cost stability and quality consistency.

The following table sets forth a breakdown of our gross profit and gross profit margin by product for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
						(Unaudited)		
ZEGFROVY®	88,074	96.5	302,512	97.3	278,914	97.6	402,890	95.5
Golidocitinib	–	–	48,073	97.9	51,840	98.4	158,086	96.3
Total	**88,074**	**96.5**	**350,585**	**97.4**	**330,754**	**97.7**	**560,976**	**95.7**

Other Income

Our other income consists of (i) government grants, primarily representing government subsidies to support our research and development activities, the majority of which are one-off payments without any unfulfilled conditions, and (ii) interest income. The following table sets forth a breakdown of our other income for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Government grants	31,620	41,081	31,610	47,733
Interest income	3,641	2,242	1,635	1,841
Total	**35,261**	**43,323**	**33,245**	**49,574**

Other Gains/(Losses), Net

Our other gains or losses, net primarily consist of (i) fair value gains on financial assets at FVPL, mainly related to our structure deposits, (ii) foreign exchange losses, net, primarily due to the fluctuation between U.S. dollars and RMB, (iii) expected credit loss or reversal of expected credit loss on trade receivables, primarily related to the movement in loss allowance for trade receivables at amortized cost based on the expected credit loss model, (iv) loss on disposal of property, plant and equipment, net, and (v) others, including net loss on disposal of property, plant and equipment mainly associated with our office equipment.

The following table sets forth a breakdown of our other gains or losses, net for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Fair value gains on financial assets at FVPL	22,519	14,451	10,929	18,554
Foreign exchange losses, net	(1,454)	(2,450)	(2,001)	(869)
(Expected credit loss)/ reversal of expected credit loss on trade receivables	(396)	118	(273)	(1,006)
Loss on disposal of property, plant and equipment, net	(8)	–	–	–
Others	–	1,653	1,403	–
Total	**20,661**	**13,772**	**10,058**	**16,679**

Selling and Distribution Expenses

Our selling and distribution expenses consist of (i) staff costs, which primarily consist of salaries and benefits for our sales and marketing personnel, (ii) marketing expenses, mainly for various marketing and promotion activities for our marketed products, (iii) share-based payments granted to our sales and marketing personnel, and (iv) others, mainly include property utilities and office expenses and depreciation and amortization expenses.

The following table sets forth a breakdown of our selling and distribution expenses and as percentages of the total selling and distribution expenses for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
Staff costs	111,037	52.9	229,199	51.5	171,609	53.2	250,769	59.1
Marketing expenses	60,754	28.9	156,994	35.2	106,665	33.1	148,195	35.0
Share-based payments	30,319	14.4	45,788	10.3	33,452	10.4	17,275	4.1
Others	7,940	3.8	13,350	3.0	10,813	3.3	7,501	1.8
Total	**210,050**	**100.0**	**445,331**	**100.0**	**322,539**	**100.0**	**423,740**	**100.0**

Research and Development Expenses

Our research and development expenses consist of (i) R&D service fees, primarily include payments to CROs, hospitals and other medical institutions and testing fees incurred for clinical trials, (ii) staff costs, which primarily consist of salaries and benefits for our R&D personnel, (iii) depreciation and amortization, (iv) cost of raw materials and consumables used for research and development of our drug candidates, (v) share-based payments granted to our R&D personnel, and (vi) others, which primarily consist of property utilities and office expenses.

The following table sets forth a breakdown of our research and development expenses and as percentages of the total research and development expenses for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
R&D service fees	480,927	59.7	358,166	49.5	281,737	49.6	372,798	57.9
Staff costs	183,895	22.8	204,348	28.2	157,317	27.7	158,052	24.5
Depreciation and amortization	60,658	7.5	59,862	8.3	46,823	8.2	41,700	6.5
Cost of raw materials and consumables	30,216	3.8	42,508	5.9	37,398	6.6	35,355	5.5
Share-based payments	18,813	2.3	32,423	4.5	23,962	4.2	14,673	2.3
Others	31,089	3.9	26,380	3.6	20,492	3.7	21,658	3.3
Total	**805,598**	**100.0**	**723,687**	**100.0**	**567,729**	**100.0**	**644,236**	**100.0**

Administrative and Other Operating Expenses

Our administrative and other operating expenses consist of (i) staff costs, which primarily consist of salaries and benefits for our administrative personnel, (ii) share-based payment granted to our administrative personnel, (iii) property utilities and office expenses, (iv) depreciation and amortization, (v) professional service fees, primarily including payments to accountants and legal professionals in relation to our daily operation, and (vi) others, which primarily include travel and conference expense and business tax and surcharges.

The following table sets forth a breakdown of our administrative and other operating expenses and as percentages of the total administrative and other operating expenses for the periods indicated:

	For the year ended December 31,				For the nine months ended September 30,			
	2023		2024		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*	*RMB'000*	*%*
					(Unaudited)			
Staff costs	45,302	19.8	56,519	36.3	48,258	40.9	64,418	54.3
Share-based payments	147,479	64.6	54,607	35.1	41,758	35.4	21,235	17.9
Property utilities and office expenses	14,989	6.6	15,420	9.9	10,489	8.9	15,766	13.3
Depreciation and amortization	9,393	4.1	14,446	9.3	7,622	6.5	10,224	8.6
Professional service fees	4,044	1.8	5,808	3.7	4,154	3.5	871	0.7
Others	7,179	3.1	8,758	5.7	5,711	4.8	6,049	5.2
Total	**228,386**	**100.0**	**155,558**	**100.0**	**117,992**	**100.0**	**118,563**	**100.0**

Finance Costs

Our finance costs consist of (i) interest charges on bank borrowings less amount capitalized in construction in progress, and (ii) interest expenses on lease liabilities. The following table sets forth a breakdown of our finance costs for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Interest charges on bank borrowings	3,677	21,256	13,745	25,713
Less: amount capitalized in construction in progress	–	(1,556)	(621)	(3,959)
	3,677	19,700	13,124	21,754
Interest expenses on lease liabilities	3,897	3,055	2,317	1,837
Total	**7,574**	**22,755**	**15,441**	**23,591**

Income Tax Expense

We incurred income tax expense of RMB101.0 thousand, RMB4.0 thousand, RMB4.0 thousand and RMB52.0 thousand related to certain subsidiary with taxable profits in 2023, 2024 and the nine months ended September 30, 2024 and 2025, respectively.

Pursuant to the existing legislation, interpretations and practices, the income tax provision of some of our entities in Chinese mainland shall be computed at a reduced rate of 25% on the estimated assessable profits during the Track Record Period. Several of our subsidiaries in Chinese mainland qualified as high-tech enterprises. Accordingly, they enjoyed a preferential income tax rate of 15% for the Track Record Period. Pursuant to the relevant laws and regulations, certain of our subsidiaries were qualified as small and micro enterprise. As such, they are entitled to the preferential tax rate of 20%. In addition, certain research and development costs are qualified for additional deduction. For details of preferential tax treatments enjoyed by our Company and our subsidiaries, see Note 9 to the Accountants' Report in Appendix I to this document.

PERIOD/YEAR TO PERIOD/YEAR COMPARISON OF RESULTS OF OPERATIONS

Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2025

Revenue

Our revenue increased by 73.2% from RMB338.5 million for the nine months ended September 30, 2024 to RMB586.3 million for the nine months ended September 30, 2025, primarily due to an increase in our marketed products sales. In particular, revenue from ZEGFROVY® sales increased by RMB136.3 million from the nine months ended September 30, 2024 to the same period in 2025, primarily due to its inclusion in the NRDL in 2024 (effective since January 1, 2025), which drove higher sales volumes. Furthermore, the sales volume of golidocitinib increased following its inclusion in the NRDL in 2024 (effective since January 1, 2025), resulting in revenue growth of RMB111.5 million for the nine months ended September 30, 2025 compared to the same period in 2024.

Cost of Sales

Our cost of sales increased significantly from RMB7.7 million for the nine months ended September 30, 2024 to RMB25.3 million for the nine months ended September 30, 2025, primarily attributable to an increase of RMB13.5 million in manufacturing overheads and an increase of RMB3.7 million in raw material costs, both in line with the growth of our marketed products sales and preparations for future sales expansion.

Gross Profit and Gross Profit Margin

As a result of the changes in our revenue and cost of sales described above, our gross profit increased by 69.6% from RMB330.8 million for the nine months ended September 30, 2024 to RMB561.0 million for the nine months ended September 30, 2025.

Our gross profit margin decreased slightly from 97.7% for the nine months ended September 30, 2024 to 95.7% for the nine months ended September 30, 2025, following the inclusion of our ZEGFROVY® and golidocitinib in the NRDL in 2024, which took effect on January 1, 2025.

Other Income

Our other income increased by 49.1% from RMB33.2 million for the nine months ended September 30, 2024 to RMB49.6 million for the nine months ended September 30, 2025, primarily attributable to an increase of RMB16.1 million in government grants in line with the continuous encouragement of our research and development activities.

Other Gains/(Losses), Net

Our other gains or losses, net increased by 65.8% from RMB10.1 million for the nine months ended September 30, 2024 to RMB16.7 million for the nine months ended September 30, 2025, primarily attributable to an increase of RMB7.6 million in fair value gains on financial assets at FVPL, mainly because we purchased more structure deposits.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 31.4% from RMB322.5 million for the nine months ended September 30, 2024 to RMB423.7 million for the nine months ended September 30, 2025, primarily attributable to (i) an increase of RMB79.2 million in staff costs, primarily attributable to the expansion of our commercialization team headcount to support our ongoing sales and marketing activities for our marketed products, and (ii) an increase of RMB41.5 million in marketing expenses related to meetings and academic conferences for promoting our marketed products, which was also in line with our sales growth.

Research and Development Expenses

Our research and development expenses increased by 13.5% from RMB567.7 million for the nine months ended September 30, 2024 to RMB644.2 million for the nine months ended September 30, 2025, primarily attributable to an increase of RMB91.1 million in R&D service fees related to clinical trials for our novel drug candidates. This was partially offset by a decrease of RMB9.3 million in share-based payments, reflecting the scheduled progression of our ESOP plan.

Administrative and Other Operating Expenses

Our administrative and other operating expenses remained relatively stable at RMB118.0 million for the nine months ended September 30, 2024 and RMB118.6 million for the nine months ended September 30, 2025.

Finance Costs

Our finance costs increased by 52.8% from RMB15.4 million for the nine months ended September 30, 2024 to RMB23.6 million for the nine months ended September 30, 2025, primarily due to an increase of RMB8.6 million in interest charges on bank borrowings less amount capitalized in construction in progress, mainly attributable to higher bank loan balances.

Income Tax Expense

Our income tax expense amounted to RMB4.0 thousand for the nine months ended September 30, 2024 and RMB52.0 thousand for the nine months ended September 30, 2025.

Loss for the Period

As a result of the foregoing, we recorded a loss of RMB649.6 million and RMB583.0 million in the nine months ended September 30, 2024 and 2025, respectively.

Year Ended December 31, 2023 Compared with Year Ended December 31, 2024

Revenue

Our revenue significantly increased from RMB91.3 million in 2023 to RMB359.9 million in 2024, mainly driven by the official launch of our marketed products, namely ZEGFROVY® and golidocitinib. This increase was partially offset by one-off price difference compensation to our distributors for unsold inventory following the inclusion of ZEGFROVY® and golidocitinib in the NRDL in 2024 (effective since January 1, 2025). Our revenue from ZEGFROVY® sales increased from RMB91.3 million in 2023 to RMB310.8 million in 2024, primarily due to its commercialization in August 2023 and the subsequent ramp-up in sales volume. Furthermore, golidocitinib was approved in June 2024 and we generated revenue of RMB49.1 million from its sales in 2024.

Cost of Sales

Our cost of sales increased significantly from RMB3.2 million in 2023 to RMB9.3 million in 2024, primarily due to an increase of RMB4.4 million in manufacturing overheads and an increase of RMB1.4 million in raw material costs, associated with the ramp-up of commercial sales of our marketed products.

Gross Profit and Gross Profit Margin

As a result of the changes in our revenue and cost of sales described above, our gross profit significantly increased from RMB88.1 million in 2023 to RMB350.6 million in 2024.

Our gross profit margin increased slightly from 96.5% in 2023 to 97.4% in 2024, primarily attributable to (i) the improved gross profit margin of ZEGFROVY® arising from economies of scale achieved through higher sales volumes; and (ii) a shift in revenue mix toward higher-margin products, specifically our golidocitinib.

Other Income

Our other income increased by 22.9% from RMB35.3 million in 2023 to RMB43.3 million in 2024, primarily due to an increase of RMB9.5 million in government grants, in line with advancements in our research and development activities.

Other Gains/(Losses), Net

Our other gains or losses, net decreased by 33.3% from RMB20.7 million in 2023 to RMB13.8 million in 2024, primarily because of a decrease of RMB8.1 million in fair value gains on financial assets at FVPL as we purchased less structure deposits.

Selling and Distribution Expenses

Our selling and distribution expenses increased significantly from RMB210.1 million in 2023 to RMB445.3 million in 2024, primarily attributable to (i) an increase of RMB118.2 million in staff costs arising from the rapid expansion of our sales and marketing team for the commercialization of ZEGFROVY® and golidocitinib, (ii) an increase of RMB15.5 million in share-based payments granted to our sales and marketing personnel, and (iii) an increase of RMB96.2 million in marketing expenses, which is in line with our enhanced market development activities.

Research and Development Expenses

Our research and development expenses decreased by 10.2% from RMB805.6 million in 2023 to RMB723.7 million in 2024, primarily attributable to a decrease of RMB122.8 million in R&D service fees in line with the commercialization of our two approved drugs, ZEGFROVY® and golidocitinib.

Administrative and Other Operating Expenses

Our administrative and other operating expenses decreased by 31.9% from RMB228.4 million in 2023 to RMB155.6 million in 2024, primarily attributable to a decrease of RMB92.9 million in share-based payments, reflecting the scheduled progression of our ESOP plan.

Finance Costs

Our finance costs increased significantly from RMB7.6 million in 2023 to RMB22.8 million in 2024, primarily due to an increase of RMB16.0 million in interest expenses on bank borrowings less amount capitalized in constructions in progress, mainly reflecting higher bank loan balances to support R&D activities.

Income Tax Expense

Our income tax expense amounted to RMB101.0 thousand in 2023 and RMB4.0 thousand in 2024.

Loss for the Year

As a result of the foregoing, we recorded a loss of RMB1,107.7 million and RMB939.7 million in 2023 and 2024, respectively.

DISCUSSION OF SELECTED ITEMS FROM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth a summary of our consolidated statements of financial position as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Non-current assets			
Property, plant and equipment	156,891	292,903	421,208
Intangible assets	423,520	389,150	362,510
Prepayments, deposits and other receivables	5,606	37,712	44,422
Total non-current assets	586,017	719,765	828,140
Current assets			
Inventories	23,471	44,115	38,544
Trade receivables	48,040	27,495	127,105
Prepayments, deposits and other receivables	90,651	87,368	35,245
Financial assets at fair value through profit or loss ("FVPL")	673,998	589,830	911,552
Restricted cash	275	275	275
Cash and cash equivalents	73,927	249,890	1,014,485
Total current assets	910,362	998,973	2,127,206
Current liabilities			
Trade payables	14,601	17,514	24,209
Other payables and accruals	210,620	328,935	411,890
Interest-bearing borrowings	200,217	415,102	403,700
Lease liabilities	22,946	23,534	22,121
Taxation payable	52	–	–
Total current liabilities	448,436	785,085	861,920
Net current assets	**461,926**	**213,888**	**1,265,286**
Total assets less current liabilities	**1,047,943**	**933,653**	**2,093,426**
Non-current liabilities			
Interest-bearing borrowings	138,313	683,762	612,360
Lease liabilities	48,895	34,991	23,965
Deferred income	12,108	14,843	13,367
Total non-current liabilities	199,316	733,596	649,692
Net assets	**848,627**	**200,057**	**1,443,734**

Property, Plant and Equipment

Our property, plant and equipment consist of right-of-use assets, electronic equipment, computer equipment, furniture and fixtures, motor vehicles and construction in progress. Our property, plant and equipment increased from RMB156.9 million as of December 31, 2023 to RMB292.9 million as of December 31, 2024, and further increased to RMB421.2 million as of September 30, 2025, primarily attributable to the construction of our manufacturing facilities in Wuxi and the increase of machinery and other equipment in line with our business expansion.

Intangible Assets

Our intangible assets primarily include intellectual property and software use rights. Our intangible assets decreased from RMB423.5 million as of December 31, 2023 to RMB389.2 million as of December 31, 2024, and further decreased to RMB362.5 million as of September 30, 2025, primarily in line with the amortization of our intellectual property rights.

Prepayments, Deposits and Other Receivables

Our current prepayments, deposits and other receivables primarily consist of (i) prepayments for research and development service, (ii) prepayments for property, plant and equipment, (iii) other deposits and receivables, and (iv) value added tax recoverable. The following table sets forth the details of our prepayments, deposits and other receivables as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		*(Unaudited)*
Prepayments for research and development service	44,123	49,612	18,315
Prepayments	9,020	11,732	12,854
Value added tax recoverable	34,964	35,716	31,728
Prepayments for property, plant and equipment	2,569	22,413	13,310
Other deposits and receivables	5,581	5,607	3,460
Total	**96,257**	**125,080**	**79,667**
Current	90,651	87,368	35,245
Non-current	5,606	37,712	44,422

Our prepayments, deposits and other receivables increased from RMB96.3 million as of December 31, 2023 to RMB125.1 million as of December 31, 2024, primarily due to (i) an increase of RMB19.8 million in prepayments for property, plant and equipment, mainly related to the construction of our manufacturing facility in Wuxi and the purchase of relevant equipment and machinery, and (ii) an increase of RMB5.5 million in prepayments for research and development service, mainly associated with our FDA application for ZEGFROVY®.

Our prepayments, deposits and other receivables decreased from RMB125.1 million as of December 31, 2024 to RMB79.7 million as of September 30, 2025, primarily due to (i) a decrease of RMB31.3 million in prepayments for research and development service, as these fees were recognized in line with the progress of our FDA application for ZEGFROVY®, and (ii) a decrease of RMB9.1 million in prepayments for property, plant and equipment along with the construction progress of our manufacturing facility in Wuxi, which was subsequently completed in October 2025.

As of November 30, 2025, we had settled RMB22.1 million, or 27.8%, of our prepayments, deposits and other receivables as of September 30, 2025.

Inventories

Our inventories consist of (i) raw materials, (ii) work in progress, and (iii) finished goods. The following table sets forth the breakdown of our inventories as of the date indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Raw materials	1,840	3,748	2,681
Work in progress	17,273	28,370	20,408
Finished goods	4,358	11,997	15,455
Total	**23,471**	**44,115**	**38,544**

Our inventories increased from RMB23.5 million as of December 31, 2023 to RMB44.1 million as of December 31, 2024, primarily attributable to the stock preparation for sale of ZEGFROVY® and golidocitinib. Our inventories then decreased to RMB38.5 million as of September 30, 2025, primarily in line with the production progress of our products.

The table below sets forth an aging analysis of our inventories as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Within 6 months	12,521	24,869	28,299
Between 6 months and 1 year	10,563	15,194	8,576
Over 1 year	387	4,052	1,669
Total	**23,471**	**44,115**	**38,544**

The following table sets forth our inventory turnover days for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Inventory turnover days[(1)]	1,620	1,324	441

Note:

(1) Calculated using the average of the beginning and ending balances of the period, divided by cost of sales for the period and multiplied by 365/270 days.

Our inventory turnover days decreased from 1,620 days in 2023 to 1,324 days in 2024, and further decreased to 441 days for the nine months ended September 30, 2025, primarily due to continued increases in product sales and enhanced inventory management. Our inventory turnover days were relatively higher in 2023 and 2024, primarily attributable to the official launches of ZEGFROVY® in 2023 and golidocitinib in 2024, ahead of which we proactively stocked raw materials, APIs, and finished products to support the anticipated sales ramp-up of these marketed products.

As of November 30, 2025, RMB8.0 million, or 20.8%, of our inventories as of September 30, 2025 had been utilized or sold.

Trade Receivables

Our trade receivables primarily represent the balances due from our customers for our marketed products. The following table sets forth the breakdown of our trade receivables as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Trade receivables	48,436	27,773	128,389
Less: loss allowance	(396)	(278)	(1,284)
Total	**48,040**	**27,495**	**127,105**

Our trade receivables are typically due within 60 days from the invoice date. During the Track Record Period, all of our trade receivables were due within six months. To ensure timely and accurate collection of our trade receivables, we implement rigorous upfront customer screening, maintain ongoing customer management, and require credit limit approval for all sales orders.

Our trade receivables decreased from RMB48.0 million as of December 31, 2023 to RMB27.5 million as of December 31, 2024, primarily due to the one-off price difference compensation to our distributors for unsold inventory following the inclusion of ZEGFROVY® and golidocitinib in the NRDL in 2024 (effective since January 1, 2025). Our trade receivables increased to RMB127.1 million as of September 30, 2025, in line with our business expansion and the increase in product sales.

The following table sets forth our trade receivables turnover days for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
	(RMB in thousands)		
			(Unaudited)
Trade receivables turnover days[(1)]	96	38	36

Note:

(1) Calculated using the average of the opening and closing balances of trade receivables for the relevant period, divided by revenue and multiplied by 365/270 days.

Our trade receivables turnover days decreased from 96 days in 2023 to 38 days in 2024. We experienced relatively longer trade receivables turnover days primarily because our ZEGFROVY® was first commercially launched in the second half of 2023. Our trade receivables turnover days remained relatively stable at 38 and 36 days in 2024 and the nine months ended September 30, 2025, respectively.

As of November 30, 2025, all of our trade receivables as of September 30, 2025 had been subsequently settled.

Financial Assets at FVPL

Our financial assets at FVPL primarily represented wealth management products issued by banks, with expected return rates from 1.45% to 2.93% per annum. Our financial assets at FVPL decreased from RMB674.0 million as of December 31, 2023 to RMB589.8 million as of the same date in 2024, primarily due to the redemption of our matured structure deposits. It increased to RMB911.6 million as of September 30, 2025 as we purchased more structured deposits to better utilize our cash on hand.

As part of our treasury management, we invest excess cash in certain wealth management products once our liquidity sufficiently covers ordinary business operations. We have established comprehensive internal control policies and procedures outlining the principles and detailed approval processes for these activities, ensuring investments prioritize capital preservation and liquidity pending deployment in our core business. Specifically, our policies stipulate that: (i) we adhere to principal-guaranteed products, such as structured deposits, as our core investment guideline; (ii) our finance department operates based on available funds, future capital needs, and liquidity safety, guided by the principle of maximizing returns; and (iii) purchases require CFO approval via formal application. We adopt a prudent approach, selecting products exclusively from reputable PRC banks.

To manage our risk exposure, we have historically pursued, and may continue to pursue, principal-guaranteed and other low-risk wealth management products offering superior returns compared to term deposits at commercial banks. Following the [**REDACTED**], we will adhere to the relevant size test thresholds under Chapter 14 of the Listing Rules, disclosing details of such investments or other notifiable transactions as required.

Trade Payables

Our trade payables primarily represent outstanding amounts due to our CDMOs and material suppliers. Our trade payables are normally settled on terms of three months after receiving the invoice.

Our trade payables increased from RMB14.6 million as of December 31, 2023 to RMB17.5 million as of December 31, 2024, and further increased to RMB24.2 million as of September 30, 2025, primarily related to payables to a certain of CDMOs and material suppliers, consistent with the commercialization of our drug products.

The following table sets forth an aging analysis of our trade payables based on the invoice date as of the dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
		(RMB in thousands)	
			(Unaudited)
within 3 months	13,481	15,021	18,403
3 to 12 months	1,120	2,493	5,806
Total	**14,601**	**17,514**	**24,209**

The following table sets for our trade payables turnover days for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
			(Unaudited)
Trade payables turnover days[(1)]	829	629	226

Note:

(1) Calculated using the average of the opening and closing balances of trade payables for the relevant period divided by cost of sales and multiplied by 365/270 days.

Our trade payables turnover days decreased from 829 days in 2023 to 629 days in 2024, as our ZEGFROVY® was first launched in the second half of 2023, while we proactive build-up inventories in anticipation of golidocitinib's commercialization in 2024. Our trade payables turnover days subsequently decreased to a normalized level of 226 days for the nine months ended September 30, 2025, consistent with the ongoing commercialization and sales of our drug products.

As of November 30, 2025, RMB4.8 million, or 19.8%, of our trade and bills payables as of September 30, 2025 had been subsequently settled.

Other Payables and Accruals

During the Track Record Period, our other payables and accruals primarily consist of (i) payables for research and development, (ii) payables for staff costs, (iii) payables for property, plant and equipment, (iv) accrued expenses and other payables, (v) other tax payables, (vi) contract liabilities, and (vii) amounts due to related companies.

The following table sets forth our other payables and accruals for the periods indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
		(RMB in thousands)	
			(Unaudited)
Payables for research and development	94,331	121,573	173,488
Payables for staff costs	55,957	69,830	107,254
Payables for property, plant and equipment	17,512	76,515	60,550
Accrued expenses and other payables	27,799	46,293	49,521
Other tax payables	12,384	10,233	12,457
Contract liabilities	982	2,930	6,543
Amounts due to related companies	1,655	1,561	2,077
Total	**210,620**	**328,935**	**411,890**

Our other payables and accruals increased from RMB210.6 million as of December 31, 2023 to RMB328.9 million as of December 31, 2024, primarily due to (i) an increase of RMB59.0 million in payables for property, plant and equipment associated with our Wuxi manufacturing facility and related machinery, and (ii) an increase of RMB27.2 million in payables for research and development in line with R&D progress for our drug candidates.

Our other payables and accruals increased from RMB328.9 million as of December 31, 2024 to RMB411.9 million as of September 30, 2025, primarily attributable to (i) an increase of RMB51.9 million in payables for research and development in line with R&D progress for our drug candidates, and (ii) an increase of RMB37.4 million in payables for staff costs, primarily related to the bonuses we plan to issue to our employees in the end of 2025.

LIQUIDITY AND CAPITAL RESOURCES

Our primary uses of cash during the Track Record Period were to fund the R&D of our marketed products and other pipeline products, as well as the establishment of our commercialization team and the execution of sales and marketing activities. Historically, we have financed our operations and other capital requirements primarily through cash generated from equity financing, sales of our marketed products and bank borrowings. We expect to fund our future working capital and other cash requirements with cash generated from our anticipated sales of our drug candidates upon their approval, the [**REDACTED**] from the [**REDACTED**], and bank borrowings and other financing activities.

As of November 30, 2025, the latest practicable date for determining our indebtedness, our cash and cash equivalents were RMB1,047.2 million. As of the same date, we had unutilized banking facilities of RMB832.3 million.

Net Current Assets

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

	As of December 31,		As of September 30,	As of November 30,
	2023	2024	2025	
	(RMB in thousands)			
			(Unaudited)	
Current assets				
Inventories	23,471	44,115	38,544	35,353
Trade receivables	48,040	27,495	127,105	161,437
Prepayments, deposits and other receivables	90,651	87,368	35,245	43,512
Financial assets at fair value through profit or loss ("FVPL")	673,998	589,830	911,552	897,623
Restricted cash	275	275	275	275
Cash and cash equivalents	73,927	249,890	1,014,485	1,047,159
Total current assets	**910,362**	**998,973**	**2,127,206**	**2,185,359**
Current liabilities				
Trade payables	14,601	17,514	24,209	22,795
Other payables and accruals	210,620	328,935	411,890	414,187
Interest-bearing borrowings	200,217	415,102	403,700	477,109
Lease liabilities	22,946	23,534	22,121	20,976
Taxation payable	52	–	–	–
Total current assets	**448,436**	**785,085**	**861,920**	**935,067**
Net current assets	**461,926**	**213,888**	**1,265,286**	**1,250,292**

Our net current assets decreased from RMB461.9 million as of December 31, 2023 to RMB213.9 million as of December 31, 2024, primarily due to an increase in our current liabilities, including (i) an increase of RMB214.9 million in interest-bearing borrowings as we obtained additional bank loans to support our continued business development, and (ii) an increase of RMB118.3 million in other payables and accruals in line with our business expansion. The decrease was partially offset by an increase in our current assets, including an increase of RMB176.0 million in cash and cash equivalents, primarily attributable to the redemption of wealth management products upon maturity.

Our net current assets significantly increased from RMB213.9 million as of December 31, 2024 to RMB1,265.3 million as of September 30, 2025, primarily due to an increase of RMB1,128.2 million in our current assets, including (i) an increase of RMB764.6 million in cash and cash equivalents as we received proceeds from the private placement of our A Shares in April 2025, (ii) an increase of RMB321.7 million in financial assets at FVPL, as we purchased more structured deposits to better utilize our cash on hand, and (iii) an increase of RMB99.6 million in trade receivables, in line with our business expansion and the increase in product sales. The increase was partially offset by an increase in our current liabilities, including an increase of RMB83.0 million in other payables and accruals, primarily attributable to (i) an increase of RMB51.9 million in payables for research and development in line with R&D progress for our drug candidates, and (ii) an increase of RMB37.4 million in payables for staff costs, primarily related to the bonuses we plan to issue to our employees in the end of 2025.

Our net current assets decreased from RMB1,265.3 million as of September 30, 2025 to RMB1,250.3 million as of November 30, 2025, primarily due to an increase of RMB73.1 million in our current liabilities, including an increase of RMB73.4 million in interest-bearing borrowings as we obtained additional bank loans to support our continued business development.

Cash Flows

The following table sets forth a summary of our cash flows information for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,	
	2023	2024	2024	2025
	(RMB in thousands)			
			(Unaudited)	
Net cash used in operating activities	(973,048)	(654,215)	(460,469)	(424,748)
Net cash generated from/ (used in) investing activities	614,820	(36,715)	(84,982)	(451,262)
Net cash generated from financing activities	309,784	869,343	602,329	1,640,828
Net (decrease)/increase in cash and cash equivalents	(48,444)	178,413	56,878	764,818
Cash and cash equivalents at the beginning of the year/period	121,400	73,927	73,927	249,890
Effect of foreign exchange rate changes on cash and cash equivalents	971	(2,450)	(248)	(223)
Cash and cash equivalents at the end of the year/period	**73,927**	**249,890**	**130,557**	**1,014,485**

Net Cash Used in Operating Activities

Our net cash used in operating activities in 2023 was RMB973.0 million, primarily attributable to our loss before income tax of RMB1,107.6 million, as adjusted for non-cash and non-operating items, which primarily include (i) equity settled share-based payment expenses of RMB196.6 million, (ii) amortization of intangible assets of RMB36.9 million, (iii) depreciation of property, plant and equipment of RMB35.5 million, and (iv) fair value gains on financial assets at FVPL of RMB22.5 million. The amount was further adjusted by changes in certain working capital accounts, primarily including (i) an increase of RMB48.4 million in trade receivables, (ii) an increase of RMB39.5 million in prepayments, deposits and other receivables, and (iii) a decrease of RMB21.9 million in other payables and accruals.

Our net cash used in operating activities in 2024 was RMB654.2 million, primarily attributable to our loss before income tax of RMB939.7 million, as adjusted for non-cash and non-operating items, which primarily include (i) equity settled share-based payment expenses of RMB132.8 million, (ii) amortization of intangible assets of RMB37.7 million, (iii) depreciation of property, plant and equipment of RMB37.9 million, and (iv) fair value gains on financial assets at FVPL of RMB14.5 million. The amount was further adjusted by changes in certain working capital accounts, primarily including (i) an increase of RMB20.6 million in inventories, and (ii) an increase of RMB28.8 million in prepayments, deposits and other receivables.

Our net cash used in operating activities for the nine months ended September 30, 2025 was RMB424.7 million, primarily attributable to our loss before income tax of RMB582.9 million, as adjusted for non-cash and non-operating items, which primarily include (i) equity settled share-based payment expenses of RMB53.2 million, (ii) amortization of intangible assets of RMB27.8 million, (iii) depreciation of property, plant and equipment of RMB26.3 million, and (iv) fair value gains on financial assets at FVPL of RMB18.6 million. The amount was further adjusted by changes in certain working capital accounts, primarily including (i) an increase of RMB100.6 million in trade receivables, and (ii) an increase of RMB90.2 million in other payables and accruals.

Net Cash Generated from/(Used in) Investing Activities

Our net cash generated from investing activities in 2023 were RMB614.8 million, primarily attributable to proceeds from disposal of financial assets at fair value through profit or loss of RMB4,380.1 million, partially offset by (i) payment for the acquisition of property, plant and equipment and intangible assets of RMB32.1 million, and (ii) payment for acquisition of financial assets at fair value through profit or loss of RMB3,736.8 million.

Our net cash used in investing activities in 2024 were RMB36.7 million, primarily attributable to (i) payment for acquisition of financial assets at fair value through profit or loss of RMB3,569.4 million, and (ii) payment for the acquisition of property, plant and equipment and intangible assets of RMB137.6 million, partially offset by proceeds from disposal of financial assets at fair value through profit or loss of RMB3,668.0 million.

Our net cash used in investing activities for the nine months ended September 30, 2025 were RMB451.3 million, primarily attributable to (i) payment for acquisition of financial assets at fair value through profit or loss of RMB7,555.0 million, and (ii) payment for the acquisition of property, plant and equipment and intangible assets of RMB149.9 million, partially offset by proceeds from disposal of financial assets at fair value through profit or loss of RMB7,251.8 million.

Net Cash Generated from Financing Activities

Our net cash generated from financing activities in 2023 were RMB309.8 million, primarily attributable to proceeds from new borrowings raised of RMB338.2 million, partially offset by (i) capital element of lease rental paid of RMB22.4 million, and (ii) interest element of lease rental paid of RMB3.9 million.

Our net cash generated from financing activities in 2024 were RMB869.3 million, primarily attributable to (i) proceeds from new borrowings raised of RMB963.4 million, (ii) capital injection from non-controlling interests of RMB100.0 million, and (iii) cash received under share option scheme of RMB58.3 million, partially offset by (i) repayment of borrowings of RMB203.7 million, (ii) capital element of lease rental paid of RMB24.9 million, and (iii) interest element of lease rental paid of RMB3.1 million.

Our net cash generated from financing activities for the nine months ended September 30, 2025 were RMB1,640.8 million, primarily attributable to (i) proceeds from private shares placement of RMB1,795.9 million, and (ii) proceeds from new borrowings raised of RMB557.2 million, partially offset by (i) repayment of borrowings of RMB639.8 million, (ii) capital element of lease rental paid of RMB22.3 million, and (iii) interest element of lease rental paid of RMB1.8 million.

Working Capital Sufficiency

Taking into account the financial resources available to us, including cash flows from operating activities, our current cash and cash equivalents, and the estimated [**REDACTED**] from the [**REDACTED**], our Directors are of the view that we have sufficient working capital for our present requirements that is for at least the next 12 months from the date of this document.

Path to Profitability

Since our inception, we are dedicated to the mission of developing novel therapies that address real-world clinical needs and provide meaningful benefits to patients worldwide. For the past eight years, we developed an integrated technology platform seamlessly connects translational science, precision molecular design, and predictive clinical pharmacology into a unified workflow. Through this, we are able to validate the intricate relationship between targets and diseases, define a clear candidate drug target profile (CDTP), and identify and validate predictive biomarkers that serve as valuable guides in patient selection and the

continuous monitoring of pharmacodynamic effects. We attribute the strength of our product portfolio to the integrated technology platform that we have continued to strengthen. We have developed a product portfolio comprising two approved drugs and five clinical-stage drug candidates with global competitiveness and substantial potential to serve patients beyond China. These assets are strategically designed around areas where we identify strong biological rationale, clinical need, and a feasible development pathway. Our efforts in technology build-up and drug development over the years necessitated significant investments in research and development, which resulted in accumulated losses of RMB1,405.9 million as of January 1, 2023.

Starting in 2023, our R&D efforts began to pay off with our first product, ZEGFROVY®, approved by the NMPA in August 2023 and included in the NRDL in 2024 (effective since January 1, 2025). Since then, our sales for ZEGFROVY® rampped up and the subsequent approval of golidocitinib led to rapid revenue growth. Our revenue increased from RMB91.3 million in 2023 to RMB359.9 million in 2024, and further increased from RMB338.5 million in the nine months ended September 30, 2024 to RMB586.3 million for the same period in 2025. Although we continued to incur significant R&D expenses for our other pipeline products, as well as growing selling and distribution expenses as our sales activities expanded, we were able to gradually decrease our losses during the Track Record Period due to the launch and sales of our marketed products.

For a period-on-period analysis of our financial performance, see "— Description of Certain Consolidated Statements of Profit or Loss and Other Comprehensive Income Items" and "— Period/Year to Period/Year Comparison of Results of Operations."

Our Strategies to Deliver Sustainable Revenue Growth and Profitability

We believe there will continue to be a significant demand for small-molecule innovative drugs in the treatment for oncology indications, hematological diseases. In 2024, oncology drugs held the leading position in the global pharmaceutical market, with a market share of 15.8%. This dominance was mirrored in China, where oncology ranked first with a market share of 15.4%. In contrast, a structural divergence exists in the I&I segment — while I&I therapies accounted for approximately 12.3% of the global market in 2024, they represented only 4.4% of the market in China. This significant disparity underscores a profound under-penetration of I&I treatments domestically, highlighting a compelling growth opportunity for innovative therapies to bridge this gap and address increasing clinical demand.

Going forward, we expect to sustain our revenue growth and achieve profitability taking into account the following factors.

- ***Revenue growth from marketed products.*** During the Track Record Period, all of our revenue was generated from sales of ZEGFROVY® and golidocitinib. We believe revenue from sales of ZEGFROVY® and golidocitinib will continue to contribute to a significant portion of our revenue going forward. We continue to leverage favorable government spending on healthcare and the coverage of our

product portfolio under government medical reimbursement schemes. Since the inclusion of both ZEGFROVY® and golidocitinib in the NRDL in 2024 (effective since January 1, 2025), sales revenue generated from our two marketed products has significantly increased, growing from RMB338.5 million for the nine months ended September 30, 2024 to RMB586.3 million the same period in 2025.

- ***Diversify our revenue source through the commercialization of new drug candidates and the expansion of indications of our marketed products.*** As we continue to develop and launch new products, we expect that our revenue will be further diversified. Currently, we expect to obtain several product approvals in the near future, with our birelentinib under late-stage clinical trials. We are also exploring the therapeutic potential of our existing pipeline assets for immune disorders, for example, golidocitinib in the treatment of primary ITP. Leveraging our existing distribution network, we believe these products will further improve our profitability. In addition, our pipeline development strategy aims to maximize the value of our marketed products, accelerate the clinical advancement of our pipeline assets, leverage synergies across our portfolio, and expand into new disease areas with significant unmet needs. We believe this strategy will further diversify our revenue base and enhance value creation through portfolio synergies.

- ***Continue to improve selling and distribution efficiency and output.*** We started to build and rapidly expand our in-house sales and commercialization team along with the approval of our first drug product, ZEGFROVY®. Therefore, we incurred significant staff costs for our sales and marketing personnel during the Track Record Period. It increased from RMB111.0 million in 2023 to RMB229.2 million in 2024, and further increased from RMB171.6 million in the nine months ended September 30, 2024 to RMB250.8 million in the same period in 2025. We expect our sales and marketing team to become more mature, achieve operational synergies and economies of scale, and be well positioned to support our continuous commercialization objectives going forward. During the Track Record Period, we also incurred significant marketing expenses related to academic promotion and related activities. Leveraging our strong drug development track record, growing sales performance, and increasing brand recognition, we expect to achieve greater marketing efficiency. In turn, these will decrease the percentage of our selling and distribution expenses in terms of revenue.

- ***Enhance economies of scale to control administrative and other operating expenses.*** We have benefited from operational efficiency arising from the economies of scale we have achieved and will continue to actively control our administrative and other operating expenses and expect that our administrative and other operating expenses as a percentage of revenue will continue to decrease as our business expands. We also plan to improve our operational efficiency by continuously refining and optimizing our measures in controlling of expenses and operating processes to drive cost-efficient business operation.

CAPITAL EXPENDITURE AND COMMITMENTS

Capital Expenditure

Our capital expenditure during the Track Record Period primarily related to purchases of items of property, plant and equipment, and additions to other intangible assets. The following table sets forth a breakdown of our capital expenditures for the periods indicated:

	For the year ended December 31,		For the nine months ended September 30,
	2023	2024	2025
		(RMB in thousands)	
			(Unaudited)
Property, plant and equipment	39,218	177,258	155,350
Other intangible assets	11,418	3,321	1,282
Total	**50,636**	**180,579**	**156,632**

Capital Commitments

As of December 31, 2023, 2024 and September 30, 2025, we had capital commitments contracted for but not yet provided of RMB5.5 million, RMB109.5 million and RMB11.0 million primarily in connection with (i)) contracts entered into with suppliers for the purchase of equipment and machineries, and (ii) contracts entered into with contractors for the construction of our new manufacturing facility in Wuxi. The following table sets forth our capital commitments as of dates indicated:

	As of December 31,		As of September 30,
	2023	2024	2025
		(RMB in thousands)	
			(Unaudited)
Contracted for:			
Acquisition of machinery and equipment	5,476	73,245	4,924
Construction of plants and buildings	–	36,304	6,097
Total	**5,476**	**109,549**	**11,021**

INDEBTEDNESS

The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,		As of September 30,	As of November 30,
	2023	2024	2025	
	(RMB in thousands)			
			(Unaudited)	
Current				
Interest-bearing borrowings	200,217	415,102	403,700	477,109
Lease liabilities	22,946	23,534	22,121	20,976
	223,163	438,636	425,821	498,085
Non-current				
Interest-bearing borrowings	138,313	683,762	612,360	677,004
Lease liabilities	48,895	34,991	23,965	22,713
Total	**410,371**	**1,157,389**	**1,062,146**	**1,197,802**

Interest-bearing Borrowings

Our interest-bearing bank borrowings comprised both secured and unsecured bank loans, with effective interest rates ranging from 2.2% to 3.8% per annum. As of December 31, 2023 and 2024 and September 30, 2025, we had current interest-bearing bank borrowings of RMB200.2 million, RMB415.1 million and RMB403.7 million, respectively. Certain of our interest-bearing borrowings are secured by right-of-use assets included in our property, plant and equipment as of December 31, 2024 and September 30, 2025. For details, see Note 13 to the Accountants' Report in Appendix I to this document.

Our bank borrowings agreements contain standard terms, conditions and covenants that are customary for commercial bank loans. As of the Latest Practicable Date, the agreements relating to our borrowings did not contain any covenant that would have a material adverse effect on our ability to make additional borrowings or issue debt or equity securities in the future. During the Track Record Period and up to the Latest Practicable Date, we did not have any material defaults or breaches of covenants in repayment of indebtedness.

Lease Liabilities

Our lease liabilities primarily comprise leases of properties and office premises. As of December 31, 2023, 2024 and September 30, 2025, our current lease liabilities amounted to RMB22.9 million, RMB23.5 million and RMB22.1 million, and our non-current lease liabilities amounted to RMB48.9 million, RMB35.0 million and RMB24.0 million, respectively.

Except as discussed above, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities as of the Latest Practicable Date.

Our Directors confirm that there has not been any material change in our indebtedness since September 30, 2025 and up to the Latest Practicable Date. Our Directors confirm that as of the Latest Practicable Date, there was no material covenant on any of our outstanding debt and there was no material breach of any covenant during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that our Group did not experience any difficulty in obtaining bank loans and other borrowings, default in payment of bank loans and other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date.

MATERIAL RELATED PARTY TRANSACTIONS

We did not have any material related party transactions during the Track Record Period. See Note 31 in the Accountants' Report set out in Appendix I to this document for details on our transactions with related parties during the Track Record Period, which were conducted in the ordinary course of business on an arm's length basis and on normal commercial terms between the relevant parties. Our Directors are of the view that our related party transactions during the Track Record Period would not distort our track record results or cause our historical results to become non-reflective of our future performance.

KEY FINANCIAL RATIOS

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

	As of/for the year ended December 31,		As of/for the nine months ended September 30,
	2023	2024	2025
			(Unaudited)
Gross profit margin[(1)]	96.5%	97.4%	95.7%
Current ratio[(2)]	2.0	1.3	2.5
Quick ratio[(3)]	1.8	1.1	2.4

Notes:

(1) Gross profit margin is calculated based on gross profit divided by revenue and multiplied by 100%.

(2) Current ratio is calculated based on total current assets divided by total current liabilities

(3) Quick ratio is calculated as current assets less inventories divided by current liabilities.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We have not entered into any off-balance sheet transactions. Neither have we entered into any financial guarantees or other relevant commitments. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as owners' equity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing or hedging with us.

RISK DISCLOSURES

We are exposed to a variety of market risks, including credit risk, liquidity risk, interest rate risk, currency risks and equity price risk arise in the normal course of our business. We manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. For more details, see Note 32 to the Accountants' Report in Appendix I to this document.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to us. Our credit risk is primarily attributable to trade receivables, deposits and other receivables. Our exposure to credit risk arising from cash and cash equivalents and restricted cash is limited because the counterparties are reputable financial institutions with high credit standing, for which we consider having low credit risk. Our management makes periodic assessments on the recoverability of trade receivables, deposits and other receivables based on historical settlement records, past experience, and also available reasonable and supportable forward-looking information under ECL model of IFRS 9.

Liquidity Risk

Individual operating entities within us are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by our company's board when the borrowings exceed certain predetermined levels of authority. Our policy is to regularly monitor our liquidity requirements and our compliance with lending covenants to ensure that we maintain sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet our liquidity requirements in the short and longer term.

Currency Risk

We are exposed to currency risk primarily through purchase which give rise to payables and cash balances that is denominated in a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily U.S. dollars. We seek to limit our exposures to foreign currency risk by minimizing our net foreign currency position.

DIVIDEND POLICY

We did not declare or pay dividends on our Shares during the Track Record Period. 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. The declaration and payment of any dividends in the future will be determined by our Board of Directors and subject to our Articles of Association and the PRC Company Law, and will depend on a number of factors, including the successful commercialization of our products as well as our earnings, capital requirements, overall financial condition and contractual restrictions. PRC laws and regulations permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. As a result, we may not have sufficient or any distributable profits, being the after-tax profits, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make, to make dividend distributions to our Shareholders, even if we become profitable. Any distributable profits not distributed in a given year are retained and available for distribution in subsequent years. Our dividend distribution may also be restricted if we incur debt or losses or in accordance with any restrictive covenants in bank credit facilities, convertible bond instruments or other agreements that we or our subsidiaries may enter into in the future. See "Risk Factors — Risks Relating to the [**REDACTED**] — Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance whether and when we will declare and pay dividends in the future." In the future, we may rely to some extent on dividends and other distributions on equity from our principal operating subsidiaries to fund offshore cash and financing requirements.

DISTRIBUTABLE RESERVES

As of September 30, 2025, we did not have any distributable reserves.

[**REDACTED**]

Our [**REDACTED**] mainly include [**REDACTED**] commissions, professional fees paid to legal advisors, the Reporting Accountants and other professional advisors for their services rendered in relation to the [**REDACTED**] and the [**REDACTED**].

Assuming full payment of the discretionary incentive fee, the estimated total [**REDACTED**] (based on the mid-point of the [**REDACTED**] range stated in this document and assuming that the [**REDACTED**] is not exercised) for the [**REDACTED**] are approximately HK$[**REDACTED**], representing [**REDACTED**]% of the [**REDACTED**] of the [**REDACTED**]. The estimated total [**REDACTED**] consist of: (i) [**REDACTED**]-related expenses of [**REDACTED**], and (ii) non-[**REDACTED**]-related expenses of HK$[**REDACTED**], comprising (a) fees and expenses of legal advisors and Reporting Accountants of [**REDACTED**] and (b) other fees and expenses of [**REDACTED**]. We do not believe that any of these fees or expenses are material to our Group, taken as a whole, or are unusually high.

During the Track Record Period, we did not incur any [**REDACTED**]. We expect to incur all [**REDACTED**] after the Track Record Period, of which approximately HK$[**REDACTED**] is expected to be charged to our consolidated statements of profit or loss, and approximately HK$[**REDACTED**] is attributable to the issue of H Shares and will be deducted from equity upon [**REDACTED**]. The [**REDACTED**] above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

UNAUDITED [REDACTED] ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The unaudited [**REDACTED**] statement of adjusted consolidated net tangible assets of our Group prepared in accordance with Rule 4.29 of the Listing Rules is to illustrate the effect of the [**REDACTED**] on the net tangible assets of our Group attributable to the owners of our Company as of September 30, 2025 as if the [**REDACTED**] had taken place on that date.

This unaudited [**REDACTED**] statement of adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of our Group as of September 30, 2025, or at any future dates following the [**REDACTED**].

For details, see Appendix II to this document.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this document, there had been no material adverse change in our financial, operational or prospects since September 30, 2025, being the latest balance sheet date of our combined financial statements in the Accountants' Report in Appendix I to this document.

DISCLOSURE UNDER THE LISTING RULES

Our Directors confirm that as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules.

FUTURE PLANS

See "Business — Our Strategies" for details of our future plans.

[REDACTED]

We estimate that we will receive [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**], after deducting [**REDACTED**], fees and estimated expenses in connection with the [**REDACTED**] payable by us, and assuming that the [**REDACTED**] is not exercised and based on an [**REDACTED**] of HK$[**REDACTED**] per Share, being the mid-point of the indicative [**REDACTED**] range stated in this document.

We intend to apply such [**REDACTED**] from the [**REDACTED**] for the following purposes:

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of ZEGFROVY® as adjuvant therapy for the treatment of EGFR exon20ins NSCLC and EGFR PACC NSCLC.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of golidocitinib. In particular,

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund a planned Phase 3 clinical trial of golidocitinib in combination with immunotherapy for the first-line treatment of locally advanced or metastatic NSCLC without known driver mutations.

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of golidocitinib for the treatment of primary ITP.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of DZD6008. In particular,

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund clinical development of DZD6008 monotherapy and/or chemotherapy for advanced EGFR-mutant NSCLC.

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund a planned registrational Phase 3 clinical trial of DZD6008 in combination with ZEGFROVY® as first-line treatment for EGFR NSCLC.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of birelentinib. In particular,

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of birelentinib in combination with BCL2 inhibitor as first-line treatment for CLL/SLL.

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of birelentinib combined with chemotherapy for DLBCL.

  - approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the clinical development of birelentinib for the treatment of primary ITP.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund the development of our other clinical-stage drug candidates and preclinical pipelines, to improve our technological capabilities and to advance our drug discovery efforts.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used to fund our sales and marketing efforts and to expand our sales and marketing team in China.

- approximately [**REDACTED**]% of the [**REDACTED**], or approximately HK$[**REDACTED**], will be used for our working capital and other general corporate purposes.

If the [**REDACTED**] is exercised in full, the [**REDACTED**] of the [**REDACTED**] would increase to approximately HK$[**REDACTED**] (based on the [**REDACTED**] of HK$[**REDACTED**] per Share). We intend to apply the additional [**REDACTED**] to the above uses in the proportion stated above.

To the extent that our [**REDACTED**] are not sufficient to fund the purposes set out above, we intend to finance the remaining portions through a variety of means, including operating cash flows, bank loans and other borrowings.

If the [**REDACTED**] of the [**REDACTED**] are not immediately applied to the above purposes, we will deposit the unutilized [**REDACTED**] into short-term interest-bearing accounts with licensed commercial banks or other authorized financial institutions, as defined under the Securities and Futures Ordinance ("**SFO**") or other applicable laws and regulations, until they are used for the intended purposes.

We will publish an appropriate announcement if there is any material change to the above proposed [**REDACTED**].

[**REDACTED**]

[**REDACTED**]

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[REDACTED]

The following is the text of a report set out on pages I-1 to I-3, received from the Company's reporting accountants, BDO Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. It is prepared and addressed to the directors of the Company and to the Joint Sponsors pursuant to the requirements of Hong Kong Standard on Investment Circular Reporting Engagements 200, "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants.

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF DIZAL PHARMACEUTICAL CO., LTD., GOLDMAN SACHS (ASIA) L.L.C. AND HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

INTRODUCTION

We report on the historical financial information of Dizal Pharmaceutical Co., Ltd. (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages I-4 to I-61, which comprises the consolidated statements of financial position of the Group and the statement of financial position of the Company as at 31 December 2023 and 2024, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flow for each of the years ended 31 December 2023 and 2024, and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages I-4 to I-61 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [Date] (the "**Document**") in connection with the initial [**REDACTED**] of H shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

DIRECTORS' RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

REPORTING ACCOUNTANTS' RESPONSIBILITY

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's and the Company's financial position as at 31 December 2023 and 2024, and of the Group's financial performance and cash flows for the years then ended in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information.

REVIEW OF STUB PERIOD HISTORICAL FINANCIAL INFORMATION

We have reviewed the stub period historical financial information of the Group which comprises the consolidated statements of financial position of the Group and the statement of financial position of the Company as at 30 September 2025 and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for the nine months ended 30 September 2024 and 30 September 2025 and other explanatory information (the "Stub Period Historical Financial Information").

The directors of the Company are responsible for the preparation of the Stub Period Historical Financial Information in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Historical Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review consists of making inquiries, primarily of person responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not

express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Historical Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in Note 2.1 to the Historical Financial Information.

REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to Note 12 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the financial years ended 31 December 2023 and 2024 and the nine months ended 30 September 2024 and 2025.

BDO Limited
Certified Public Accountants
[Director's name]
Practising Certificate Number [●]

Hong Kong, [Date]

I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the historical financial information as at 31 December 2023 and 2024 and 30 September 2025 and for each of the periods then ended (the "Track Record Period") (the "Historical Financial Information") which forms an integral part of this accountants' report.

The consolidated financial statements of the Group for the years ended 31 December 2023 and 2024, on which the Historical Financial Information is based, were audited by BDO Limited in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "**Underlying Financial Statements**").

The Historical Financial Information is presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand (RMB'000) when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Revenue	*5(a)*	91,289	359,901	338,451	586,301
Cost of sales		(3,215)	(9,316)	(7,697)	(25,325)
Gross profit		88,074	350,585	330,754	560,976
Other income	*5(b)*	35,261	43,323	33,245	49,574
Other gains/(losses), net	*6*	20,661	13,772	10,058	16,679
Selling and distribution expenses		(210,050)	(445,331)	(322,539)	(423,740)
Research and development expenses		(805,598)	(723,687)	(567,729)	(644,236)
Administrative and other operating expenses		(228,386)	(155,558)	(117,992)	(118,563)
Finance costs	*8*	(7,574)	(22,755)	(15,441)	(23,591)
Loss before income tax	*7*	(1,107,612)	(939,651)	(649,644)	(582,901)
Income tax expense	*9*	(101)	(4)	(4)	(52)
Loss and total comprehensive income for the year/period		(1,107,713)	(939,655)	(649,648)	(582,953)
Loss and total comprehensive income for the year/period attributable to:					
Owners of the Company		(1,107,713)	(845,956)	(558,461)	(579,948)
Non-controlling interests		–	(93,699)	(91,187)	(3,005)
		(1,107,713)	(939,655)	(649,648)	(582,953)
Loss per share					
Basic loss per share (RMB)	*11*	(2.72)	(2.04)	(1.35)	(1.32)
Diluted loss per share (RMB)	*11*	(2.72)	(2.04)	(1.35)	(1.32)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As at 31 December 2023	As at 31 December 2024	As at 30 September 2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Non-current assets				
Property, plant and equipment	*13*	156,891	292,903	421,208
Intangible assets	*14*	423,520	389,150	362,510
Prepayments, deposits and other receivables	*18*	5,606	37,712	44,422
		586,017	719,765	828,140
Current assets				
Inventories	*16*	23,471	44,115	38,544
Trade receivables	*17*	48,040	27,495	127,105
Prepayments, deposits and other receivables	*18*	90,651	87,368	35,245
Financial assets at fair value through profit or loss ("FVPL")	*15*	673,998	589,830	911,552
Restricted cash	*19*	275	275	275
Cash and cash equivalents	*19*	73,927	249,890	1,014,485
		910,362	998,973	2,127,206
Current liabilities				
Trade payables	*22*	14,601	17,514	24,209
Other payables and accruals	*23*	210,620	328,935	411,890
Interest-bearing borrowings	*20*	200,217	415,102	403,700
Lease liabilities	*21*	22,946	23,534	22,121
Taxation payable		52	–	–
		448,436	785,085	861,920
Net current assets		461,926	213,888	1,265,286
Total assets less current liabilities		1,047,943	933,653	2,093,426

The accompanying notes form part of the Historical Financial Information.

	Notes	As at 31 December 2023	As at 31 December 2024	As at 30 September 2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Non-current liabilities				
Interest-bearing borrowings	*20*	138,313	683,762	612,360
Lease liabilities	*21*	48,895	34,991	23,965
Deferred income	*25*	12,108	14,843	13,367
		199,316	733,596	649,692
NET ASSETS		848,627	200,057	1,443,734
EQUITY				
Share capital	*27(b)*	408,151	417,648	459,413
Reserves		440,476	(223,892)	981,025
Total equity attributable to owners of the Company		848,627	193,756	1,440,438
Non-controlling interests	*30*	–	6,301	3,296
TOTAL EQUITY		848,627	200,057	1,443,734

The accompanying notes form part of the Historical Financial Information.

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	As at 31 December 2023	As at 31 December 2024	As at 30 September 2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Non-current assets				
Property, plant and equipment	*13*	83,549	62,012	46,414
Intangible assets	*14*	423,520	388,942	362,040
Interests in subsidiaries	*1*	85,662	822,830	1,239,056
Prepayments, deposits and other receivables	*18*	4,713	2,188	2,119
		597,444	1,275,972	1,649,629
Current assets				
Inventories	*16*	23,471	44,115	38,544
Trade receivables	*17*	48,040	44,980	128,377
Prepayments, deposits and other receivables	*18*	88,816	83,400	28,999
Financial assets at fair value through profit or loss ("FVPL")	*15*	673,998	529,810	731,308
Restricted cash	*19*	275	275	275
Cash and cash equivalents	*19*	72,003	237,623	912,165
		906,603	940,203	1,839,668
Current liabilities				
Trade payables	*22*	14,601	17,514	24,209
Other payables and accruals	*23*	207,056	270,105	376,098
Interest-bearing borrowings	*20*	200,217	401,462	361,972
Lease liabilities	*21*	15,337	16,152	14,442
		437,211	705,233	776,721
Net current assets		469,392	234,970	1,062,947
Total assets less current liabilities		1,066,836	1,510,942	2,712,576

The accompanying notes form part of the Historical Financial Information.

	Notes	As at 31 December 2023	As at 31 December 2024	As at 30 September 2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Non-current liabilities				
Interest-bearing borrowings	*20*	138,313	566,971	488,330
Lease liabilities	*21*	45,598	27,084	13,880
Deferred income	*25*	12,108	14,843	13,367
		196,019	608,898	515,577
NET ASSETS		870,817	902,044	2,196,999
EQUITY				
Share capital	*27(b)*	408,151	417,648	459,413
Reserves		462,666	484,396	1,737,586
TOTAL EQUITY		870,817	902,044	2,196,999

The accompanying notes form part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Notes	Attributable to owners of the Company				Non-controlling interests	Total equity
		Share capital	Capital reserve (Note 27 (c))	Accumulated losses	Total		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2023		407,160	2,757,173	(1,405,852)	1,758,481	–	1,758,481
Loss and total comprehensive income for the year		–	–	(1,107,713)	(1,107,713)	–	(1,107,713)
Share issued upon exercise of share options	*27(b)(i)*	991	258	–	1,249	–	1,249
Equity-settled share-based payment	*26*	–	196,610	–	196,610	–	196,610
Balance at 31 December 2023 and 1 January 2024		408,151	2,954,041	(2,513,565)	848,627	–	848,627
Loss and total comprehensive income for the year		–	–	(845,956)	(845,956)	(93,699)	(939,655)
Share issued upon exercise of share options	*27(b)(ii)*	9,497	48,769	–	58,266	–	58,266
Equity-settled share-based payment	*26*	–	132,819	–	132,819	–	132,819
Capital injection from non-controlling interests		–	–	–	–	100,000	100,000
Balance at 31 December 2024 and 1 January 2025		417,648	3,135,629	(3,359,521)	193,756	6,301	200,057
Loss and total comprehensive income for the period		–	–	(579,948)	(579,948)	(3,005)	(582,953)
Equity-settled share-based payment	*26*	–	53,184	–	53,184	–	53,184
Shares placement	*27(b)(iii)*	41,765	1,754,122	–	1,795,887	–	1,795,887
Issuance costs related to shares placement	*27(b)(iii)*	–	(22,441)	–	(22,441)	–	(22,441)
Balance at 30 September 2025 (Unaudited)		459,413	4,920,494	(3,939,469)	1,440,438	3,296	1,443,734

	Notes	Attributable to owners of the Company				Non-controlling interests	Total equity
		Share capital	Capital reserve (Note 27 (c))	Accumulated losses	Total		
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Balance at 1 January 2024		408,151	2,954,041	(2,513,565)	848,627	–	848,627
Loss and total comprehensive income for the period		–	–	(558,461)	(558,461)	(91,187)	(649,648)
Share issued upon exercise of share options		7,502	31,593	–	39,095	–	39,095
Equity-settled share-based transactions	26	–	99,172	–	99,172	–	99,172
Capital injection from non-controlling interests		–	–	–	–	100,000	100,000
Balance at 30 September 2024 (Unaudited)		415,653	3,084,806	(3,072,026)	428,433	8,813	437,246

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Loss before income tax		(1,107,612)	(939,651)	(649,644)	(582,901)
Adjustments for:					
Depreciation for property, plant and equipment	*7*	35,476	37,911	29,285	26,321
Amortisation of intangible assets	*7*	36,887	37,691	28,422	27,847
Fair value gains on financial assets at FVPL	*6*	(22,519)	(14,451)	(10,929)	(18,554)
Loss on disposal of property, plant and equipment	*6*	8	–	–	–
Equity settled share-based payment expenses	*7*	196,610	132,819	99,172	53,184
Expected credit loss/(reversal of expected credit loss) on trade receivables	*6*	396	(118)	273	1,006
Finance costs	*8*	7,574	22,755	15,441	23,591
Interest income	*5(b)*	(3,641)	(2,242)	(1,635)	(1,841)
Foreign exchange losses, net	*6*	1,454	2,450	2,001	869
Operating losses before changes in working capital		(855,367)	(722,836)	(487,614)	(470,478)
(Increase)/decrease in inventories		(18,402)	(20,644)	(11,156)	5,571
(Increase)/decrease in trade receivables		(48,436)	20,664	(33,150)	(100,616)
(Increase)/decrease in prepayments, deposits and other receivables		(39,534)	(28,824)	14,279	45,412
Increase/(decrease) in trade payables		9,532	2,913	(5,572)	6,696
(Decrease)/increase in other payables and accruals		(21,898)	91,832	60,706	90,195
Increase/(decrease) in deferred income		1,108	2,736	2,094	(1,476)
Cash used in operations		(972,997)	(654,159)	(460,413)	(424,696)
Income tax paid		(51)	(56)	(56)	(52)
Net cash used in operating activities		(973,048)	(654,215)	(460,469)	(424,748)

The accompanying notes form part of the Historical Financial Information.

	Notes	Year ended 31 December		Nine months ended 30 September	
		2023	2024	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Investing activities					
Interest received		3,630	2,242	1,635	1,841
Proceeds from disposal of property, plant and equipment		1	–	–	8
Payment for the acquisition of property, plant and equipment and intangible assets		(32,128)	(137,576)	(94,077)	(149,943)
Payment for acquisition of financial assets at fair value through profit or loss		(3,736,810)	(3,569,410)	(2,702,410)	(7,555,000)
Proceeds from disposal of financial assets at fair value through profit or loss		4,380,127	3,668,029	2,709,870	7,251,832
Net cash generated from/(used in) investing activities		614,820	(36,715)	(84,982)	(451,262)
Financing activities					
Capital injection from non-controlling interests		–	100,000	100,000	–
Proceeds from new borrowings raised	*29*	338,233	963,357	703,476	557,218
Repayment of borrowings	*29*	–	(203,726)	(201,625)	(639,754)
Capital element of lease rental paid	*29*	(22,421)	(24,946)	(22,925)	(22,264)
Interest element of lease rental paid	*29*	(3,897)	(3,055)	(2,317)	(1,837)
Payment for [**REDACTED**]		–	–	–	–
Cash received under share option scheme	*27(b)*	1,249	58,266	39,095	–
Proceeds from shares placement	*27(b)(iii)*	–	–	–	1,795,887
Payment for issuance costs related to shares placement	*27(b)(iii)*	–	–	–	(22,441)
Interest paid	*29*	(3,380)	(20,553)	(13,375)	(25,981)
Net cash generated from financing activities		309,784	869,343	602,329	1,640,828
Net (decrease)/increase in cash and cash equivalents		(48,444)	178,413	56,878	764,818
Cash and cash equivalents at the beginning of the year/period		121,400	73,927	73,927	249,890
Effect of foreign exchange rate changes on cash and cash equivalents		971	(2,450)	(248)	(223)
Cash and cash equivalents at the end of the year/period		73,927	249,890	130,557	1,014,485

The accompanying notes form part of the Historical Financial Information.

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Dizal Pharmaceutical Co., Ltd. (迪哲(江蘇)醫藥股份有限公司, the "Company") was established in the People's Republic of China (the "PRC"), and converted into a joint stock limited liability company under the PRC laws on 8 September 2020. With the approval of the China Securities Regulatory Commission, the Company completed its initial public offering and listed on the Shanghai Stock Exchange (stock code: 688192) on 10 December 2021.

During the Track Record Period and the nine months ended 30 September 2024 and 2025, the Company and its subsidiaries (together, "the Group") are principally engaged in the research and development and sales of pharmaceutical products.

As at the date of this report, the Company has direct and indirect interests in its subsidiaries as below:

Name	Place and date of incorporation/ establishment and place of operations	Type of legal entity	Particulars of issued/paid-up capital	Percentage of equity attributable to the Company		Principal activities	Name of auditor
				Direct	Indirect		
Dizal (Beijing) Pharmaceutical Co., Ltd.* (迪哲(北京)醫藥有限公司)	The People's Republic of China ("PRC"), 18 June 2020	Limited liability company	RMB15,000,000	100%	–	Pharmaceutical research and development	BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所)
Dizal (Shanghai) Pharmaceutical Co., Ltd.* (迪哲(上海)醫藥有限公司)	PRC, 15 December 2017	Limited liability company	RMB50,000,000	100%	–	Pharmaceutical research and development	BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所)
Gewu Biotechnology (Jiangsu) Co., Ltd.* (格物生物技術(江蘇)有限公司)	PRC, 14 May 2024	Limited liability company	RMB10,000,000	87.5%	–	Pharmaceutical research and development	BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所)
Dizal (Wuxi) Pharmaceutical Co., Ltd.* (迪哲(無錫)醫藥有限公司)	PRC, 11 November 2021	Limited liability company	RMB300,000,000	–	100%	Property holding for construction of production facilities	Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所)

* The official names of these entities are in Chinese. The English names are for identification purposes only.

The carrying amount of the Company's interests in subsidiaries are as follows:

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Investment cost, at cost	73,000	806,380	1,221,300
Deemed investment arising from share-based payments	12,662	16,450	17,756
Total	85,662	822,830	1,239,056

2.1 BASIS OF PREPARATION AND PRESENTATION OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information has been prepared in accordance with International Financial Reporting Standards and International Accounting Standards issued by the International Accounting Standards Board (the "IASB") and Interpretations (collectively "IFRS Accounting Standards"). Further details of accounting policies are set out in Note 2.3. In addition, the Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The IASB has issued a number of standards and amendments to standards. For the purpose of preparing this Historical Financial Information, the Group has adopted all IFRS Accounting Standards that are effective for accounting period commencing from 1 January 2025, unless otherwise stated.

The consolidated financial statements of the Group for the years ended 31 December 2023 and 2024 were prepared in accordance with China Accounting Standards for Business Enterprises issued by the Ministry of Finance of the PRC. The consolidated financial statements of the Group for the years ended 31 December 2023 and 2024 were audited by BDO China Shu Lun Pan Certified Public Accountants LLP, certified public accountants registered in the PRC, in accordance with the China Auditing Standards issued by China Auditing Standards Board.

Accounting policies set out below has been applied consistently to all periods presented in the Historical Financial Information.

The Interim and Interim Comparative Financial Information has been prepared in accordance with the same basis of preparation and presentation adopted in respect of the Historical Financial Information.

The Historical Financial Information has been prepared under the historical cost convention except for financial assets at fair value through profit or loss ("FVPL"), which are carried at fair value.

The preparation of the Historical Financial Information in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 3.

The Historical Financial Information has been prepared based on the consolidated financial statements of the Group. Inter-company transactions, balances and unrealised gains/losses on transactions between group companies are eliminated on consolidation.

2.2 NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS NOT YET EFFECTIVE

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not effective for the Track Record Period and the nine months ended 30 September 2025 and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions except the new IFRS 18 as set out below.

The Group plans to adopt these new standards, amendments to standards and annual improvements when they become effective:

Amendments to IFRS 7 and IFRS 9	Amendments to the Classification and Measurement of Financial Instruments[1]
Amendments to IFRS 7 and IFRS 9	Contracts Referencing Nature-dependent Electricity[1]
Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	Annual Improvements to IFRS Accounting Standards – Volume II[1]
Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency[2]
IFRS 18	Presentation and Disclosure in Financial Statements[2]
IFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2026

2 Effective for annual periods beginning on or after 1 January 2027

3 Effective for annual periods beginning on or after a date to be determined

IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. The new requirements are expected to impact the Group's presentation of the consolidated statements of profit or loss and disclosures of the Group's financial performance.

2.3 ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The carrying amount of non-controlling interests that represent present ownership interests is the amount of those interests at initial recognition plus such non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(b) Subsidiaries

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;

- intangible assets; and
- interests in subsidiaries in the Company's statement of financial position

If the recoverable amount (i.e. the higher of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss is recognised in profit or loss immediately.

Value-in-use is based on the estimated future cash flows expected to be derived from the asset or CGU, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

(d) Property, plant and equipment

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss in the period in which they are incurred.

Depreciation is calculated to write off the cost of property, plant and equipment, other than construction in progress ("CIP"), less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Leasehold land classified as right-of-use assets	50 years
Plant and buildings classified as right-of-use assets	Over the terms of the leases
Electronic equipment	5 years
Computer equipment	3 years
Furniture and fixture	5 years or over the terms of the leases, whichever is the shorter
Motor vehicles	4 years

The assets' estimated useful lives estimated residual values and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

CIP, which mainly represents properties under construction, is stated at cost less any impairment losses. CIP is reclassified to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of CIP until it is completed and ready for its intended use.

The gain or loss arising on retirement or disposal is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

(e) Leasing

Accounting as a lessee

All leases are required to be capitalised in the consolidated statements of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term 12 months or less and do not contain purchase option. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use assets

The right-of-use assets should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Under the cost model, the Group measures the right-to-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

Lease liabilities

The lease liabilities are recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the lessee's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable: (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liabilities by: (i) increasing the carrying amount to reflect interest on the lease liabilities; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

(f) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. Subsequently, intangible assets with definite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Expenditure on internally generated goodwill and brand is recognised as an expenses in the period in which it is incurred.

The amortisation expense is recognised in profit or loss. Amortisation is provided on a straight-line basis over their useful lives as follows:

Patents and intellectual properties	18-19 years
Software use right	2-5 years

Both the period and method of amortisation are reviewed annually.

Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses.

Intangible assets with definite useful lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (note 2.3(c)).

(ii) Patents and intellectual properties

Patents and intellectual properties acquired separately or as part of a business combination or transferred from development cost are recognised as intangible assets at historical cost and amortised using the straight-line method over their estimated useful lives of 18-19 years, which are determined according to the authorised useful lives and the management's estimation. The estimation is made considering the duration of the patent right and the obsolescence of the technology of the intellectual properties. They are subsequently carried at cost less accumulated amortisation and impairment losses.

(iii) Software use rights

Purchased office software is stated at cost less any impairment losses and is amortised on the straight-line basis over the estimated useful life of 2-5 years. The useful lives of the software are assessed by the Group after considering the contractual term, the current functionality equipped by the software, using plan and operation needs of the software.

(iv) Development cost

The expenditure on an internal research and development project is classified into expenditure in the research phase and expenditure in the development phase. Expenditure on research phases is recognised as an expense in the period in which it is incurred. Expenditure on development phase is capitalised and recognised as intangible assets if all the following can be demonstrated:

- The technical feasibility to complete the development project so that it will be available for use or sale;
- the intention to complete the development project to use or sell the product;
- the ability to use or sell the product;
- the manner in which the development project will generate probable future economic benefits for the Group;
- the availability of adequate technical, financial and other resources to complete the development project and use or sell the product; and
- the expenditure attributable to the asset during its development can be reliably measured.

(g) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as follows:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

FVPL: FVPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measures loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets at amortised cost, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

– failure to make payments of principal or interest on their contractually due dates;

– an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

– an actual or expected significant deterioration in the operating results of the debtor; and

– existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

(ii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and accruals, interest-bearing borrowings and lease liabilities issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in accordance with Note 2.3(m).

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(h) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of work in progress, costs include direct labour and appropriate share of overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(i) Income tax

Income tax comprises current tax and deferred tax are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits and does not give rise to equal taxable and deductible temporary differences, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit and does not rise to equal taxable and deductible temporary differences. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Current tax assets and current tax liabilities are presented in net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

(a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

the same taxable entity; or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(j) Revenue recognition

Revenue from contract with customers

Sales of pharmaceutical products

The Group sells pharmaceutical products through distributors as customers. Revenue from these sales is recognised when their control has been transferred. This occurs upon the delivery of the products to the designated place specified in the contract and the products have been accepted by the distributors or there is objective evidence that the products meet the required specifications. At this point of time, both ownership and risks of loss have been transferred to the customers in accordance with the sales contract. The customers have full discretion over the manner or use and price to sell the products within a designated area. The Group no longer has physical possession but has a present right to remaining payment.

Contract liability is recognised when the Group receives consideration in advance of transferring the control of the promised goods. A receivable is recognised when the control of the promised goods has been transferred to the customers but the Group did not received consideration in advance, as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

No element of financing is deemed present as the period between when the Group receive consideration and transferring control of the promised goods is generally within 60 days. The Group does not expect to have any contract containing financing components. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

The Group allows certain customers sales rebate if certain performance target has been met, prompt payment discount and a right to return the goods for a full refund if they have quality issue. The Group uses an expected value approach to estimates these rebates, discounts and returns, based on its specified terms of the contracts, accumulated experience with customers, their settlement patterns and historical data on returns for specific products. Revenue is recognised only to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognised will not occur subsequently. The Group reviews its estimate at each reporting date and updates the amounts of the asset and liability accordingly.

(k) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to local retirement schemes pursuant to the relevant labour rules and regulations in the jurisdictions in which the Group's entities located are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

(ii) Share-based payments

The fair value of equity instruments such as share options granted to employees is recognised as staff costs with a corresponding increase in a capital reserve within equity, in case they were granted by the Company. Fair value is measured at grant date using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the period of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve, as appropriate. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve, as appropriate) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the related equity instruments. The equity amount recognised in the capital reserve is retained until either the option is exercised (when it is then included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to accumulated losses).

(l) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(m) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(n) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions. Government grants relating to costs are deferred and recognised in the consolidated statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to assets are included in non-current liabilities as deferred income and are credited to the consolidated statement of profit or loss on a straight-line basis over the expected useful lives of the related asset.

(o) Translation of foreign currencies

Foreign currency transactions during the Track Record Period and the nine months ended 30 September 2024 and 2025 are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) Research and development costs

All research costs are charged to profit or loss as incurred. Costs incurred on each pipeline to develop new products are capitalised and deferred in accordance with the accounting policy for research and development costs in note 2.3 to the Historical Financial Information. Determining the amounts to be capitalised requires management to make judgments on the technical feasibility of existing pipelines to be successfully commercialised and bring economic benefits to the Group.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

(i) Impairments of non-current assets

If circumstances indicate that the carrying amount of a non-current asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of non-current assets as described in Note 2.3(c).

When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the recoverable amount of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(ii) Depreciation and amortisation

Items of property, plant and equipment and intangible assets are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expense for future periods are adjusted if there are significant changes from previous estimates.

(iii) Income tax and deferred tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognised only if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

(iv) Recognition of equity-settled share-based payments

The Group recognises share-based compensation expense for equity-settled employee awards based on the fair value of the Company's share options at the grant date, adjusted for estimated forfeitures. The awards are subject to service conditions (e.g., continued employment over a specified period) and performance conditions (e.g., achievement of Group's revenue targets and individual performance metrics). Significant judgment is required to estimate the number of awards expected to vest, particularly due to subjective factors such as:

- likelihood of achieving the research and development milestones;
- individual performance evaluations, and
- expected staff turnover rates.

At each reporting date, the Group assesses the probability of meeting performance conditions by reviewing internal forecasts, macroeconomic factors, and grantees' performance. Forfeiture assumptions are also updated using historical staff turnover data, though these trends may change over time.

These estimates are inherently uncertain, particularly for awards with longer vesting periods, and changes in assumptions could materially affect the Group's Historical Financial Information. Specifically, higher probability of meeting performance conditions and lower staff turnover would result in additional expenses being recognised as more awards are expected to vest and lower probability of meeting performance conditions and higher staff turnover would result in less expense being recognised as fewer awards are expected to vest.

(v) Fair value measurement

A certain asset included in the Group's Historical Financial Information require measurement at, and/or disclosure of, fair value. The fair value measurement of the Group's financial assets utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

– Level 1: unadjusted quoted prices in active markets for identical assets;

– Level 2: observable inputs other than quoted prices included within Level 1; and

– Level 3: unobservable inputs are inputs for which market data are not available.

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the following item at fair value:

– Financial assets at FVPL (note 15)

For more detailed information in relation to the fair value measurement of the items above, please refer to Note 32(e).

(vi) Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. OPERATING SEGMENT INFORMATION

Operating segment information

The directors of the Company have been identified as the chief operating decision-maker (the "CODM"). Operating segments are identified on the basis of internal reports that the CODM regularly review in allocating resources to segments and in assessing their performance.

For management purposes, the Group has only one reportable operating segment, which is research and development and sale of pharmaceutical products. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

During the Track Record Periods and the nine months ended 30 September 2024 and 2025, all Group's revenue and operating loss were generated from the sale of pharmaceutical products in Mainland China and all Group's identifiable operating assets and liabilities were located in Mainland China. Therefore, no geographical segment information is presented in accordance with IFRS 8 Operating Segments.

Information about major customers

Revenue from each major customer, including revenue from a group of entities which are known to be under common control with that customer, which accounted for 10% or more of the Group's revenue during the Track Record Periods and the nine months ended 30 September 2024 and 2025 is set out below:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Customer A	35,861	139,589	132,039	239,507
Customer B	20,088	80,313	77,564	87,414
Customer C	12,648	40,250	35,512	67,829

5. REVENUE AND OTHER INCOME

(a) Revenue

The principal activities of the Group are research and development and sales of pharmaceutical products.

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by business lines is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Revenue from contracts with customers within the scope of IFRS 15				
Transferred at point in time:				
Sales of pharmaceutical products	91,289	359,901	338,451	586,301

The Group's customer contracts are for the delivery of goods within the next 12 months since contracts were entered and the Group had applied the practical expedient in paragraph 121(a) of IFRS 15 for not disclosing amount of transaction price allocated to the remaining performance obligations under the contracts.

(b) Other income

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Government grants (including amortisation of deferred income) *(note)*	31,620	41,081	31,610	47,733
Interest income	3,641	2,242	1,635	1,841
	35,261	43,323	33,245	49,574

Note: Government grants mainly represent government subsidies for encouragement of research and development projects.

6. OTHER GAINS/(LOSSES), NET

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Foreign exchange losses, net	(1,454)	(2,450)	(2,001)	(869)
Fair value gains on financial assets at FVPL	22,519	14,451	10,929	18,554
Loss on disposal of property, plant and equipment, net	(8)	–	–	–
(Expected credit loss)/reversal of expected credit loss on trade receivables	(396)	118	(273)	(1,006)
Others	–	1,653	1,403	–
	20,661	13,772	10,058	16,679

7. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Auditors' remuneration	1,600	800	–	–
Cost of inventories recognised as expenses *(Note (a))*	1,626	6,653	5,286	7,606
Depreciation charge:				
– other property, plant and equipment	9,877	13,134	10,224	8,367
– right-of-use assets	25,599	24,777	19,061	17,954
Amortisation of intangible assets *(Note (b))*	36,887	37,691	28,422	27,847
Research and development expenses *(Note (c))*	805,598	723,687	567,729	644,236
Staff costs (including directors' emoluments):				
– Salaries and wages	309,101	443,782	343,312	429,392
– Contributions to defined contribution schemes *(Note (d))*	31,133	46,285	33,872	43,846
– Equity settled share-based payment expenses	196,610	132,819	99,172	53,184
	536,844	622,886	476,356	526,422

Notes:

(a) Cost of inventories recognised as expenses mainly includes the cost of raw material consumed and subcontracting fee.

(b) Amortisation of intangible assets are included in research and development expenses and administrative and other operating expenses.

(c) Research and development expenses include amounts relating to staff costs, depreciation and amortisation expenses, which are also included in the respective total amounts disclosed separately above.

(d) The employees of the Company and the subsidiaries of the Group established in the PRC participate in a defined contribution scheme managed by the local government authority, whereby these companies are required to contribute to the scheme at certain rates of the employees' basic salaries. Employees of these companies are entitled to benefits, calculated based on a percentage of the average salaries level in the PRC (other than Hong Kong), from the above-mentioned retirement scheme at their normal retirement age.

8. FINANCE COST

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Interest charges on bank borrowings	3,677	21,256	13,745	25,713
Less: amount capitalised in construction in progress	–	(1,556)	(621)	(3,959)
	3,677	19,700	13,124	21,754
Interest expenses on lease liabilities	3,897	3,055	2,317	1,837
	7,574	22,755	15,441	23,591

9. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statements of profit or loss and other comprehensive income represents:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Current tax				
PRC Corporate Income Tax				
Provision for the year/period	101	–	–	–
Under-provision in respect of the previous year	–	4	4	52
Total income tax expense	101	4	4	52

Income tax for the Track Record Period and the nine months ended 30 September 2024 and 2025 can be reconciled to the loss before income tax per the consolidated statements of profit or loss and other comprehensive income as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Loss before income tax	(1,107,612)	(939,651)	(649,644)	(582,901)
Tax calculated at applicable rate in the PRC	(276,903)	(140,948)	(97,447)	(87,435)
Tax effect of different tax rates	(391)	(76,213)	(73,738)	(4,251)
Tax effect of non-deductible expenses	7,727	64,520	25,196	46,087

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Utilisation of previously unrecognised tax losses	(7,781)	–	–	–
Tax effect of deductible temporary differences and tax losses not recognised	395,180	270,444	227,554	110,674
Tax effect of bonus deduction for research and development expenses	(117,731)	(117,803)	(81,565)	(65,075)
Under-provision in respect of the previous year	–	4	4	52
Income tax expense	101	4	4	52

Note: The Company and its subsidiaries were subject to PRC Corporate Income Tax ("CIT") at a statutory rate of 25%, except for the Company and certain subsidiary in certain year. The Company and certain subsidiary were qualified as High and New Technology Enterprise to enjoy a preferential tax rate of 15% from 2024 to 2026.

Certain of these subsidiaries were entitled to the preferential tax rate of 20%. According to the Announcement of the Ministry of Finance and the State Administration of Taxation on Further Implementing Preferential Tax Policies for Small and Micro Enterprises (財政部稅務總局關於進一步實施小微企業所得稅優惠政策的公告) (Announcement [2022] No. 13)), for small and micro enterprises whose annual taxable income exceeds RMB1 million but does not exceed RMB3 million, shall be computed at a reduced rate of 25% as taxable income amount and CIT will be levied at a rate of 20%. According to the renewed Announcement [2023] No. 12, the annual taxable income amount for small and micro enterprises shall be computed at a reduced rate of 25% as taxable income amount, and shall be levied at a reduced tax rate of 20%. The policy is effective till 31 December 2027.

Certain research and development costs of the Company and its subsidiaries are qualified for additional deduction. According to the Announcement on Further Improving the Policy of Pre-tax Deduction of R&D Expenses (關於進一步完善研發費用稅前加計扣除政策的公告) (No. 7 [2023]) of the State Administration of Taxation of the Ministry of Finance), the Company and its subsidiaries will be deducted before tax at 100% of the actual amount incurred when calculating the taxable income from 1 January 2023.

10. DIRECTORS' AND SUPERVISORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

Directors' and Supervisors' emoluments are as follows:

Year ended 31 December 2023

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Directors							
Zhang Xiaolin	–	9,490	–	45	9,535	144,642	154,177
Lu Simon Dazhong	–	–	–	–	–	–	–
Fu Xiao *(Note a)*	–	–	–	–	–	–	–
Menelas Nicolas Pongalos *(Note b)*	–	–	–	–	–	–	–
Rodolphe Peter Andre Grepinet	–	–	–	–	–	–	–
Lin Liang *(Note c)*	–	–	–	–	–	–	–
Lyu Hongbin *(Note d)*	–	3,998	–	68	4,066	1,402	5,468
Independent directors							
Jiang Bin	100	–	–	–	100	–	100
Wang Xuegong	100	–	–	–	100	–	100
Zhu Guanshan	100	–	–	–	100	–	100
Zhang Xin	100	–	–	–	100	–	100
Supervisors							
Dong Weiwen	–	737	–	68	805	–	805
Kang Xiaojing	–	1,418	–	68	1,486	–	1,486
Sun Yuan	–	–	–	–	–	–	–
	400	15,643	–	249	16,292	146,044	162,336

Notes:

(a) Fu Xiao retired as a director with effective on 21 August 2023

(b) Menelas Nicolas Pongalos resigned as a director with effective on 6 March 2023

(c) Lin Liang retired as a director with effective on 21 August 2023

(d) Lyu Hongbin retired as a director with effective on 21 August 2023

Year ended 31 December 2024

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Directors							
Zhang Xiaolin	–	6,010	–	47	6,057	42,613	48,670
Lu Simon Dazhong	–	–	–	–	–	–	–
Rodolphe Peter Andre Grepinet	–	–	–	–	–	–	–
Independent directors							
Jiang Bin	100	–	–	–	100	–	100
Wang Xuegong	100	–	–	–	100	–	100
Zhu Guanshan	100	–	–	–	100	–	100
Zhang Xin *(Note a)*	100	–	–	–	100	–	100
An Meixia *(Note b)*	–	–	–	–	–	–	–
Supervisors							
Dong Weiwen	–	764	–	71	835	–	835
Kang Xiaojing	–	1,034	–	71	1,105	–	1,105
Sun Yuan	–	–	–	–	–	–	–
	400	7,808	–	189	8,397	42,613	51,010

Notes:

(a) Zhang Xin resigned as an independent director with effective on 30 December 2024

(b) An Meixia was appointed as an independent director with effective on 31 December 2024

Nine months ended 30 September 2025 (Unaudited)

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Directors							
Zhang Xiaolin	–	6,055	–	35	6,090	13,250	19,340
Lu Simon Dazhong	–	–	–	–	–	–	–
Rodolphe Peter Andre Grepinet	–	–	–	–	–	–	–
Independent directors							
Jiang Bin	75	–	–	–	75	–	75
Wang Xuegong *(Note a)*	75	–	–	–	75	–	75
Zhu Guanshan	75	–	–	–	75	–	75
An Meixia	75	–	–	–	75	–	75
Supervisors							
Dong Weiwen *(Note b)*	–	382	–	35	417	–	417
Kang Xiaojing *(Note c)*	–	553	–	35	588	–	588
Sun Yuan *(Note d)*	–	–	–	–	–	–	–
	300	6,990	–	105	7,395	13,250	20,645

Notes:

(a) Wang Xuegong was resigned as an independent director with effective on 9 January 2026

(b) Dong Weiwen was retired as a supervisor with effective on 23 June 2025

(c) Kang Xiaojing was retired as a supervisor with effective on 23 June 2025 and appointed as a director with effective on 21 November 2025

(d) Sun Yuan was retired as a supervisor with effective on 23 June 2025

Nine months ended 30 September 2024 (Unaudited)

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Directors							
Zhang Xiaolin	–	4,654	–	34	4,688	32,773	37,461
Lu Simon Dazhong	–	–	–	–	–	–	–
Rodolphe Peter Andre Grepinet	–	–	–	–	–	–	–
Independent directors							
Jiang Bin	75	–	–	–	75	–	75
Wang Xuegong	75	–	–	–	75	–	75
Zhu Guanshan	75	–	–	–	75	–	75
Zhang Xin	75	–	–	–	75	–	75
Supervisors							
Dong Weiwen	–	572	–	53	625	–	625
Kang Xiaojing	–	775	–	53	828	–	828
Sun Yuan	–	–	–	–	–	–	–
	300	6,001	–	140	6,441	32,773	39,214

During the Track Record Period and the nine months ended 30 September 2024 and 2025, no amounts were paid or payable by the Group to the directors and supervisors as an inducement to join or upon joining the Group or as compensation for loss of any office in connection with the management of the affairs of any member of the Group.

Individuals with Highest Emoluments

Of the five individuals with the highest emoluments, 2, 1, 1 and 1 are directors during the Track Record Period and the nine months ended 30 September 2024 and 2025, respectively, whose emoluments are disclosed as above. The aggregate of the emoluments in respect of the remaining individuals with are as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Salaries, allowances and benefits in kind	11,615	17,327	12,973	14,119
Retirement scheme contributions	181	258	193	194
Share-based payments	33,666	51,499	37,704	23,231
	45,462	69,084	50,870	37,544

The number of remaining individuals with the highest emoluments during the Track Record Period and the nine months ended 30 September 2024 and 2025, respectively, are within the following bands:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	Number of individuals	*Number of individuals*	*Number of individuals (Unaudited)*	*Number of individuals (Unaudited)*
Nil to HKD1,000,000	–	–	–	–
HKD3,500,001 to HKD4,000,000	–	–	–	1
HKD4,000,001 to HKD4,500,000	–	–	1	–
HKD5,000,001 to HKD5,500,000	1	–	–	–
HKD5,500,001 to HKD6,000,000	–	1	–	–
HKD8,500,001 to HKD9,000,000	–	–	1	–
HKD9,000,001 to HKD9,500,000	1	–	–	1
HKD9,500,001 to HKD10,000,000	–	–	–	1
HKD10,500,001 to HKD11,000,000	–	–	1	–
HKD11,500,001 to HKD12,000,000	–	1	–	–
HKD13,500,001 to HKD14,000,000	–	1	–	–
HKD18,000,001 to HKD18,500,000	–	–	–	1
HKD32,500,001 to HKD33,000,000	–	–	1	–
HKD35,500,001 to HKD36,000,000	1	–	–	–
HKD43,000,001 to HKD43,500,000	–	1	–	–
	3	4	4	4

11. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of RMB1,107,713,000 and RMB845,956,000 for the years ended 31 December 2023 and 2024, and RMB558,461,000 and RMB579,948,000 for the nine months ended 30 September 2024 and 2025 and the weight average number of ordinary shares for the purpose of calculating basic loss per share is calculated as follows:

Weighted average number of ordinary shares

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	'000	*'000*	*'000 (Unaudited)*	*'000 (Unaudited)*
Issued ordinary shares at 1 January	407,160	408,151	408,151	417,648
Effect of share options exercised	826	6,581	6,274	–
Effect of shares placement	–	–	–	23,203
Weighted average number of ordinary shares for the purpose of calculating basic loss per share for the year/period end	407,986	414,732	414,425	440,851

(b) Diluted loss per share

Diluted loss per share amount for the years ended 31 December 2023 and 2024 and for the nine months ended 30 September 2024 and 2025 are equal to the basic loss per share because the impact of exercise of the share option shares was anti-dilutive.

12 DIVIDENDS

No dividends were declared or paid to the owners of the Company during the Track Record Period and the nine months ended 30 September 2024 and 2025.

13. PROPERTY, PLANT AND EQUIPMENT

The Group

	Right-of-use assets	Electronic equipment	Computer equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Cost:							
At 1 January 2023	164,709	18,903	7,950	9,814	708	7,346	209,430
Additions	8,990	14,747	2,149	1,606	–	11,726	39,218
Transfer from/(to) construction in progress	–	–	–	5,725	–	(5,725)	–
Disposals	–	–	–	(13)	–	–	(13)
Written off	(3,603)	–	(66)	–	–	–	(3,669)
At 31 December 2023 and 1 January 2024	170,096	33,650	10,033	17,132	708	13,347	244,966
Additions	14,170	2,944	3,272	495	–	156,377	177,258
Written off	(14,251)	–	(41)	(289)	–	–	(14,581)
At 31 December 2024 and 1 January 2025	170,015	36,594	13,264	17,338	708	169,724	407,643
Additions	9,825	1,607	2,047	9	–	141,862	155,350
Disposals	–	–	(34)	–	–	–	(34)
Written off	(14,409)	–	–	–	–	–	(14,409)
At 30 September 2025 (Unaudited)	165,431	38,201	15,277	17,347	708	311,586	548,550
Accumulated depreciation:							
At 1 January 2023	35,130	11,313	4,566	4,614	649	–	56,272
Charge for the year	25,599	5,056	2,086	2,676	59	–	35,476
Written back on disposals	–	–	–	(4)	–	–	(4)
Written off	(3,603)	–	(66)	–	–	–	(3,669)
At 31 December 2023 and 1 January 2024	57,126	16,369	6,586	7,286	708	–	88,075
Charge for the year *(Note (i))*	25,573	5,298	2,115	5,721	–	–	38,707
Written off	(11,712)	–	(41)	(289)	–	–	(12,042)
At 31 December 2024 and 1 January 2025	70,987	21,667	8,660	12,718	708	–	114,740
Charge for the period *(Note (i))*	18,670	3,653	2,136	2,578	–	–	27,037
Written back on disposals	–	–	(26)	–	–	–	(26)
Written off	(14,409)	–	–	–	–	–	(14,409)
At 30 September 2025 (Unaudited)	75,248	25,320	10,770	15,296	708	–	127,342
Net book value:							
At 31 December 2023	112,970	17,281	3,447	9,846	–	13,347	156,891
At 31 December 2024	99,028	14,927	4,604	4,620	–	169,724	292,903
At 30 September 2025 (Unaudited)	90,183	12,881	4,507	2,051	–	311,586	421,208

The Company

	Right-of-use assets	Electronic equipment	Computer equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Cost:							
At 1 January 2023	93,087	17,676	7,145	4,186	708	–	122,802
Additions	7,565	14,747	2,149	622	–	5,725	30,808
Transfer from construction in progress	–	–	–	5,725	–	(5,725)	–
Written off	(3,600)	–	(66)	–	–	–	(3,666)
At 31 December 2023 and 1 January 2024	97,052	32,423	9,228	10,533	708	–	149,944
Additions	340	2,863	3,228	496	–	–	6,927
Written off	(3,364)	–	(41)	(289)	–	–	(3,694)
At 31 December 2024 and 1 January 2025	94,028	35,286	12,415	10,740	708	–	153,177
Additions	347	1,606	1,693	–	–	–	3,646
Disposals	–	–	(34)	–	–	–	(34)
At 30 September 2025 (Unaudited)	94,375	36,892	14,074	10,740	708	–	156,789
Accumulated depreciation:							
At 1 January 2023	28,087	10,272	4,517	3,137	649	–	46,662
Charge for the year	16,125	4,871	1,818	526	59	–	23,399
Written off	(3,600)	–	(66)	–	–	–	(3,666)
At 31 December 2023 and 1 January 2024	40,612	15,143	6,269	3,663	708	–	66,395
Charge for the year	15,434	5,295	1,839	3,357	–	–	25,925
Written off	(825)	–	(41)	(289)	–	–	(1,155)
At 31 December 2024 and 1 January 2025	55,221	20,438	8,067	6,731	708	–	91,165
Charge for the period	11,504	3,640	1,891	2,201	–	–	19,236
Written back on disposals	–	–	(26)	–	–	–	(26)
At 30 September 2025 (Unaudited)	66,725	24,078	9,932	8,932	708	–	110,375
Net book value:							
At 31 December 2023	56,440	17,280	2,959	6,870	–	–	83,549
At 31 December 2024	38,807	14,848	4,348	4,009	–	–	62,012
At 30 September 2025 (Unaudited)	27,650	12,814	4,142	1,808	–	–	46,414

Notes:

(i) During the year ended 31 December 2024 and the nine months ended 30 September 2024 and 2025, depreciation of RMB796,000, RMB557,000 and RMB716,000 have been capitalised into the Group's construction in progress.

(ii) During the year ended 31 December 2024 and the nine months ended 30 September 2024 and 2025, the Company leased the properties from AstraZeneca Investment (China) Limited, a related company of the Company and the leased properties were recognised as right-of-use assets.

(iii) As at 31 December 2024 and 30 September 2025 certain right of use assets with carrying amount of RMB45,201,000 and RMB44,485,000, respectively were pledged to secure the Group's interest bearing borrowings of RMB116,791,000 and RMB124,030,000, respectively.

The analysis of net book value of right-of-use assets by class of underlying assets is as follows:

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Leasehold land	46,156	45,201	44,485
Plant and buildings	66,730	53,515	45,471
Motor vehicles	84	312	227
	112,970	99,028	90,183

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Depreciation charge of right-of-use assets by class of underlying assets:				
Leasehold land	955	955	716	716
Plant and buildings	24,533	24,506	18,827	17,869
Motor vehicles	111	112	75	85
	25,599	25,573	19,618	18,670
Interest on lease liabilities *(Note 8)*	3,897	3,055	2,317	1,837
Expense relating to short-term leases	444	52	3	167

The analysis of total cash outflow for leases is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Within operating cash flows	444	52	3	167
Within financing cash flows	26,318	28,001	25,242	24,101
	26,762	28,053	25,245	24,268

Details of the maturity analysis of lease liabilities are set out in Note 21.

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Plant and buildings	56,357	38,496	27,424
Motor vehicles	83	311	226
	56,440	38,807	27,650

14. INTANGIBLE ASSETS

The Group

	Patents and intellectual properties	Software use rights	Total
	RMB'000	*RMB'000*	*RMB'000*
Cost:			
At 1 January 2023	565,249	17,652	582,901
Additions	–	11,418	11,418
At 31 December 2023 and 1 January 2024	565,249	29,070	594,319
Additions	–	3,321	3,321
Written off	–	(5,880)	(5,880)
At 31 December 2024 and 1 January 2025	565,249	26,511	591,760
Additions	–	1,282	1,282
Written off	–	(75)	(75)
At 30 September 2025 (Unaudited)	565,249	27,718	592,967
Accumulated amortisation:			
At 1 January 2023	125,039	8,873	133,912
Charge for the year	30,555	6,332	36,887
At 31 December 2023 and 1 January 2024	155,594	15,205	170,799
Charge for the year	30,555	7,136	37,691
Written off	–	(5,880)	(5,880)
At 31 December 2024 and 1 January 2025	186,149	16,461	202,610
Charge for the period	22,916	4,931	27,847
At 30 September 2025 (Unaudited)	209,065	21,392	230,457
Net book value:			
At 31 December 2023	409,655	13,865	423,520
At 31 December 2024	379,100	10,050	389,150
At 30 September 2025 (Unaudited)	356,184	6,326	362,510

The Company

	Patents and intellectual properties	Software use rights	Total
	RMB'000	*RMB'000*	*RMB'000*
Cost:			
At 1 January 2023	565,249	15,869	581,118
Additions	–	11,418	11,418
At 31 December 2023 and 1 January 2024	565,249	27,287	592,536
Additions	–	3,077	3,077
Written off	–	(5,474)	(5,474)
At 31 December 2024 and 1 January 2025	565,249	24,890	590,139
Additions	–	929	929
Written off	–	(75)	(75)
At 30 September 2025 (Unaudited)	565,249	25,744	590,993
Accumulated amortisation:			
At 1 January 2023	125,039	7,375	132,414
Charge for the year	30,555	6,047	36,602
At 31 December 2023 and 1 January 2024	155,594	13,422	169,016
Charge for the year	30,555	7,100	37,655
Written off	–	(5,474)	(5,474)
At 31 December 2024 and 1 January 2025	186,149	15,048	201,197
Charge for the period	22,916	4,840	27,756
At 30 September 2025 (Unaudited)	209,065	19,888	228,953
Net book value:			
At 31 December 2023	409,655	13,865	423,520
At 31 December 2024	379,100	9,842	388,942
At 30 September 2025 (Unaudited)	356,184	5,856	362,040

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Wealth management products	673,998	589,830	911,552

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Wealth management products	673,998	529,810	731,308

The analysis on the fair value measurement of the above financial assets is disclosed in Note 32(e).

16. INVENTORIES

The Group and the Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Raw materials	1,840	3,748	2,681
Work in progress	17,273	28,370	20,408
Finished goods	4,358	11,997	15,455
	23,471	44,115	38,544

17. TRADE RECEIVABLES

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Trade receivables	48,436	27,773	128,389
Less: loss allowance	(396)	(278)	(1,284)
	48,040	27,495	127,105

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Trade receivables	48,436	27,773	128,389
Amounts due from subsidiaries *(Note 31)*	–	17,485	1,272
Less: loss allowance	(396)	(278)	(1,284)
	48,040	44,980	128,377

Aging analysis

As of the end of the reporting period, the aging analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Within 3 months	48,040	27,495	127,105

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Within 3 months	48,040	44,980	128,377

Trade receivables are due within 60 days from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 32(a).

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Current			
Prepayments for research and development service	44,123	49,612	18,315
Prepayments	9,020	11,732	12,854
Value added tax recoverable	32,739	20,749	759
Other deposits and receivables	4,769	5,275	3,317
	90,651	87,368	35,245
Non-current			
Prepayments for property, plant and equipment	2,569	22,413	13,310
Other deposits and receivables	812	332	143
Value added tax recoverable	2,225	14,967	30,969
	5,606	37,712	44,422

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Current			
Prepayments for research and development service	43,667	49,580	16,793
Prepayments	8,257	10,779	10,857
Value added tax recoverable	32,739	20,431	759
Deferred [**REDACTED**]	–	–	–
Amounts due from subsidiaries *(Note 31)*	2,129	–	–
Other deposits and receivables	2,024	2,610	590
	88,816	83,400	28,999
Non-current			
Prepayments for property, plant and equipment	2,569	–	9
Other deposits and receivables	812	332	143
Value added tax recoverable	1,332	1,856	1,967
	4,713	2,188	2,119

Except for prepayments for property, plant and equipment, certain other deposits and receivables and value added tax recoverable, all other current balances of the prepayments, deposits and other receivables are expected to be recovered or recognised as expenses within one year.

19. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Cash and cash equivalents	73,927	249,890	1,014,485
Restricted cash	275	275	275
Cash at bank	74,202	250,165	1,014,760

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Cash and cash equivalents	72,003	237,623	912,165
Restricted cash	275	275	275
Cash at bank	72,278	237,898	912,440

Bank balances carried interest at prevailing market rates ranging from 0.05% to 5.45%, 0.05% to 4.66% and 0.05% to 3.7% per annum as at 31 December 2023 and 2024 and 30 September 2025, respectively.

20. INTEREST-BEARING BORROWINGS

The maturity profile for the interest-bearing borrowings of the Group and the Company at the end of each reporting period is as follows:

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Current			
Unsecured short-term bank borrowings	199,920	360,000	206,110
Unsecured current portion of long-term bank borrowings	–	40,603	155,278
Secured short-term bank borrowings	–	13,500	41,580
Interest payable	297	999	732
Within 1 year or on demand	200,217	415,102	403,700
Non-current			
Unsecured long-term bank borrowings:			
– After 1 year but within 2 years	440	295,470	261,503
– After 2 years but within 5 years	137,873	271,501	226,827
Secured long-term bank borrowings:			
– After 1 year but within 2 years	–	1,000	2,000
– After 2 years but within 5 years	–	86,745	44,010
– More than 5 years	–	29,046	78,020
	138,313	683,762	612,360
	338,530	1,098,864	1,016,060

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Current			
Unsecured short-term bank borrowings	199,920	360,000	206,110
Unsecured current portion of long-term bank borrowings	–	40,603	155,278
Interest payable	297	859	584
Within 1 year or on demand	200,217	401,462	361,972
Non-current			
Unsecured long-term bank borrowings:			
– After 1 year but within 2 years	440	295,470	261,503
– After 2 years but within 5 years	137,873	271,501	226,827
	138,313	566,971	488,330
	338,530	968,433	850,302

Certain of the Group's interest-bearing borrowings are secured by the Group's right-of-use assets included in property, plant and equipment as at 31 December 2024 and 30 September 2025. Please refer to note 13 for the details.

The interest rate of the Group's interest-bearing borrowings were 2.8% to 3.6%, 2.2% to 3.8% and 2.2% to 3.8% per annum as at 31 December 2023 and 2024 and 30 September 2025, respectively.

21. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group and the Company's lease liabilities at the end of each reporting period:

The Group

	At 31 December				As at 30 September	
	2023		2024		2025	
	Present value of the future lease payments	Total future lease payments	Present value of the future lease payments	Total future lease payments	Present value of the future lease payments	Total future lease payments
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Within 1 year	22,946	26,688	23,534	25,207	22,121	23,944
After 1 year but within 2 years	20,198	20,352	18,015	20,013	21,457	22,446
After 2 years but within 5 years	28,697	28,916	16,976	17,562	2,508	2,540
	71,841	75,956	58,525	62,782	46,086	48,930
Less: total future interest expenses		(4,115)		(4,257)		(2,844)
Present value of lease liabilities		71,841		58,525		46,086

The Company

	At 31 December				As at 30 September	
	2023		2024		2025	
	Present value of the future lease payments	Total future lease payments	Present value of the future lease payments	Total future lease payments	Present value of the future lease payments	Total future lease payments
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Within 1 year	15,337	18,763	16,152	17,459	14,442	15,825
After 1 year but within 2 years	16,902	17,010	13,370	15,190	13,808	14,598
After 2 years but within 5 years	28,696	28,916	13,714	14,260	72	73
	60,935	64,689	43,236	46,909	28,322	30,496
Less: total future interest expenses		(3,754)		(3,673)		(2,174)
Present value of lease liabilities		60,935		43,236		28,322

[None of the lease include variable lease payment, extension or early termination options.]

22. TRADE PAYABLES

As of the end of each reporting period, the aging analysis of trade payables, based on the invoice date, is as follows:

The Group and the Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Within 3 months	13,481	15,021	18,403
3 to 12 months	1,120	2,493	5,806
	14,601	17,514	24,209

23. OTHER PAYABLES AND ACCRUALS

The Group

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Accrued expenses and other payables	*(i)*	27,799	46,293	49,521
Contract liabilities	*(ii)*	982	2,930	6,543
Payables for research and development		94,331	121,573	173,488
Payables for property, plant and equipment		17,512	76,515	60,550
Payables for staff costs		55,957	69,830	107,254
Other tax payables		12,384	10,233	12,457
Amounts due to related companies *(Note 31)*		1,655	1,561	2,077
[**REDACTED**] payable		–	–	–
		210,620	328,935	411,890

The Company

	Notes	As at 31 December		As at 30 September
		2023	2024	2025
		RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Accrued expenses and other payables	*(i)*	20,268	43,705	43,986
Contract liabilities	*(ii)*	982	2,930	6,543
Payables for research and development		93,271	118,505	169,102
Payables for property, plant and equipment		17,512	14,547	1,106
Payables for staff costs		40,792	48,849	85,029
Other tax payables		9,702	7,120	9,647
[**REDACTED**] payable		–	–	–
Amounts due to related companies *(Note 31)*		1,655	1,561	2,077
Amounts due to subsidiaries *(Note 31)*		22,874	32,888	58,608
		207,056	270,105	376,098

All of the other payables and accruals are expected to be settled within one year or repayable on demand.

Notes:

(i) Accrued expenses and other payables represent marketing and promotion expenses, electronic equipment maintenance expenses and other expenses. It included accrued expenses in amount of RMB25,498,000 and RMB42,013,000 and RMB47,985,000 as at 31 December 2023 and 2024 and 30 September 2025, respectively.

(ii) Contract liabilities represent customers' advances received for goods that have not yet been transferred to the customers. The amount of revenue recognised for the year ended 31 December 2023 and 2024 and for the period ended 30 September 2025 that were included in the contract liabilities as at 31 December 2022, 2023 and 2024 were RMBnil and RMB982,000 and RMB2,907,000, respectively.

24. DEFERRED TAXATION

Deferred tax assets and liabilities recognised represents:

(i) Movements of each component of deferred tax assets and liabilities

The deferred tax assets/(liabilities) recognised in the Group's and the Company's statement of financial position and the movements throughout the Track Record Period and the nine months ended 30 September 2025 are as follows:

The Group

	Lease liabilities	Right-of-use assets	Financial assets at FVPL	Others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2023	20,617	(20,617)	(934)	934	–
Recognised in profit or loss	(3,913)	3,913	662	(662)	–
At 31 December 2023 and 1 January 2024	16,704	(16,704)	(272)	272	–
Recognised in profit or loss	(8,413)	8,492	146	(225)	–
At 31 December 2024 and 1 January 2025	8,291	(8,212)	(126)	47	–
Recognised in profit or loss	(1,077)	893	(131)	315	–
At 30 September 2025 (Unaudited)	7,214	(7,319)	(257)	362	–

The Company

	Lease liabilities	Right-of-use assets	Financial assets at FVPL	Others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At 1 January 2023	16,250	(16,250)	(934)	934	–
Recognised in profit or loss	(2,140)	2,140	662	(662)	–
At 31 December 2023 and 1 January 2024	14,110	(14,110)	(272)	272	–
Recognised in profit or loss	(8,209)	8,288	151	(230)	–
At 31 December 2024 and 1 January 2025	5,901	(5,822)	(121)	42	–
Recognised in profit or loss	(1,750)	1,674	(75)	151	–
At 30 September 2025 (Unaudited)	4,151	(4,148)	(196)	193	–

(ii) Reconciliations to the Group's and the Company's statements of financial position

The Group

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Net deferred tax assets recognised in the consolidated statements of financial position	–	–	–
Net deferred tax liabilities recognised in the consolidated statements of financial position	–	–	–

The Company

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Net deferred tax assets recognised in the statements of financial position of the Company	–	–	–
Net deferred tax liabilities recognised in the statements of financial position of the Company	–	–	–

(iii) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2.3(l), the Group did not recognise deferred tax assets in respect of cumulative tax losses of RMB5,231,114,000, RMB6,516,636,000 and RMB6,749,837,000 as at 31 December 2023 and 2024 and 30 September 2025, respectively. Those tax losses will expire within 5 to 10 years starting from the year in which they were incurred.

The Group did not recognise deferred tax assets in respect of deductible temporary difference of RMB287,732,000, RMB150,037,000 and RMB160,850,000 as at 31 December 2023 and 2024 and 30 September 2025, respectively.

25. DEFERRED INCOME

As at 31 December 2023 and 2024 and 30 September 2025, deferred income of the Group and deferred income of the Company represented unamortised government grants for encouragement of research and development.

26. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company currently has two share option schemes — 2020 Share Option Scheme and 2022 Class II Restricted Share Scheme, both of them include option features and are therefore in effect, share option scheme. The details of those share option schemes are as follows:

2020 Share Option Scheme

On 15 December 2020, a share incentive scheme ("2020 Share Option Scheme") was approved at the Company's annual general meeting of 2020 with 12,600,000 share options to be granted to the eligible director and employees (the "Participants") in total. Each option gives the Participants the right to subscribe for one ordinary share of the Company at an exercise price of RMB1.26. The assessed [**REDACTED**] of the Company's shares on the date to approve 2020 Share Option Scheme ("Date of Offer") was RMB[**REDACTED**]. The options vest upon the later of 12 to 36 months after the date of grant and the date of successful listing in Shanghai Stock Exchange.

2020 share options shall be vested in three exercise periods within 3 years after the grant date, and when the performance appraisal target is achieved by the Participants. The vesting schedule for each phase is shown in the following table:

Exercise period	Vesting period	Percentage of exercisable
First exercise period	From the first trading day after 12 months from the grant date to the last trading day within 24 months from the grant date	34%
Second exercise period	From the first trading day after 24 months from the grant date to the last trading day within 36 months from the grant date	33%
Third exercise period	From the first trading day after 36 months from the grant date to the last trading day within 48 months from the grant date	33%

On 15 December 2020, share options were granted to the following participants as shown in the following table:

The Participants	Number of 2020 Share Options
Director	3,600,000
Other eligible employees	9,000,000
	12,600,000

2022 Class II Restricted Share Scheme

On 13 December 2022, the restricted stock incentive plan ("2022 Class II Restricted Share Scheme") was approved at the Company's first extraordinary general meeting of 2022 with 14,146,409 Class II Restricted Shares, in which 11,480,931 is the first batch and 2,665,478 is the reserve batch, to be granted to the eligible director and employees (the "Participants"). Under 2022 Class II Restricted Share Scheme, the eligible director is classified as category I participant ("Category I Participant") and other employees is classified as category II participants ("Category II Participants").

The first batch of 2022 Class II Restricted Shares shall be vested in three exercise periods within 5 to 6 years after the grant date, and when the performance appraisal target is achieved by the Participants. The grant price of each 2022 Class II Restricted Share is RMB9.61.

The vesting schedule of Category I Participant for each phase is shown in the following table:

Exercise period	Vesting period	Percentage of exercisable
First exercise period	From the first trading day after 12 months from the grant date to the last trading day within 24 months from the grant date	50%
Second exercise period	From the first trading day after 24 months from the grant date to the last trading day within 36 months from the grant date	25%
Third exercise period	From the first trading day after 36 months from the grant date to the last trading day within 48 months from the grant date	25%

The vesting schedule of Category II Participants for each phase is shown in the following table:

Exercise period	Vesting period	Percentage of exercisable
First exercise period	From the first trading day after 24 months from the grant date to the last trading day within 36 months from the grant date	50%
Second exercise period	From the first trading day after 36 months from the grant date to the last trading day within 48 months from the grant date	25%
Third exercise period	From the first trading day after 48 months from the grant date to the last trading day within 60 months from the grant date	25%

On 15 December 2022, the first batch of 2022 Class II Restricted Shares were granted to the following participants as shown in the following table:

The Participants	Number of 2022 Class II Restricted Shares
Director	7,100,000
Other eligible employees	4,380,931
	11,480,931

The vesting schedule of the reserve batch of 2022 Class II Restricted Share Scheme Participants for each phase is shown in the following table:

Exercise period	Vesting period	Percentage of exercisable
First exercise period	From the first trading day after 24 months from the grant date to the last trading day within 36 months from the grant date	50%
Second exercise period	From the first trading day after 36 months from the grant date to the last trading day within 48 months from the grant date	50%

On 11 December 2023, the board of directors approved the reserve batch of 2022 Class II Restricted Share Scheme to 2,665,478, and granted to the "Participants".

The Participants	Number of 2022 Class II Restricted Shares
Other eligible employees	2,665,478

(a) The number and weighted average exercise prices of share options are as follows:

	Year ended 31 December				Nine months ended 30 September			
	2023		2024		2024		2025	
	Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options
	RMB	*'000*	*RMB*	*'000*	*RMB*	*'000*	*RMB*	*'000*
					(Unaudited)	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*
Outstanding at the beginning of the year/period	7.09	16,440	7.75	17,712	7.75	17,712	9.61	8,178
Exercised during the year/period	1.26	(991)	6.14	(9,497)	5.21	(7,502)	–	–
Forfeited during the year/period	9.26	(402)	9.61	(37)	9.61	(30)	9.61	(219)
Granted during the year/period	9.61	2,665	–	–	–	–	–	–
Outstanding at the end of the year/period	7.75	17,712	9.61	8,178	9.61	10,180	9.61	7,959
Exercisable at the end of the year/period	5.21	7,502	9.61	1,775	9.61	–	9.61	1,775

As at 31 December 2023 and 2024 and 30 September 2025, the average remaining contractual life of the options granted under the share option scheme of the Company was 5.22 years, 4.00 years and 3.25 years.

(b) Fair value of share options granted

The grant-date fair value of the share options granted is measured based on Monte Carlo simulations method for 2020 Share Option Scheme and Black-Scholes-Merton model for 2022 Share Option Scheme.

	2020 Share Option Scheme	2022 Class II Restricted Shares
Fair value at measurement date	RMB5.44-RMB8.79	RMB29-RMB42.48
Market price of Company's share	RMB20.56	RMB38.38 - 51.30
Expected volatility (expressed as weighted average volatility used in the modelling under Black-Scholes-Merton model)	41.39%-45.16%	47.99%-54.48%
Expected dividends	0%	0%
Risk-free interest rate	2.910%-3.025%	2.317%-2.613%
Option life (expressed as weighted average life used in the modeling under Black-Scholes-Merton model)	1 year to 6 years	1 year to 5 years

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

27. CAPITAL, RESERVES AND DIVIDENDS

(a) Movement in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company's each component of equity between the beginning and the end of each reporting period are set out below:

The Company

	Notes	Share capital	Capital reserve	Accumulated losses	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Balance at 1 January 2023		407,160	2,757,173	(1,393,090)	1,771,243
Loss and total comprehensive income for the year		–	–	(1,098,285)	(1,098,285)
Share issued upon exercise of share options	*27(b)(i)*	991	258	–	1,249
Equity-settled shares-based transaction	*26*	–	196,610	–	196,610
Balance at 31 December 2023 and 1 January 2024		408,151	2,954,041	(2,491,375)	870,817
Loss and total comprehensive income for the year		–	–	(159,858)	(159,858)
Share issued upon exercise of share options	*27(b)(ii)*	9,497	48,769	–	58,266
Equity-settled shares-based transaction	*26*	–	132,819	–	132,819
Balance at 31 December 2024 and 1 January 2025		417,648	3,135,629	(2,651,233)	902,044
Loss and total comprehensive income for the year		–	–	(531,675)	(531,675)
Equity-settled shares-based transaction	*26*	–	53,184	–	53,184
Shares placement	*27(b)(iii)*	41,765	1,754,122	–	1,795,887
Issuance costs related to shares placement	*27(b)(iii)*	–	(22,441)	–	(22,441)
Balance at 30 September 2025 (Unaudited)		459,413	4,920,494	(3,182,908)	2,196,999

	Notes	Share capital	Capital reserve	Accumulated losses	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Balance at 1 January 2024		408,151	2,954,041	(2,491,375)	870,817
Loss and total comprehensive income for the year		–	–	100,114	100,114
Share issued upon exercise of share options		7,502	31,593	–	39,095
Equity-settled shares-based transaction		–	99,172	–	99,172
Balance at 30 September 2024 (Unaudited)		415,653	3,084,806	(2,391,261)	1,109,198

(b) Share capital

	Notes	Number of shares	
		'000	*RMB'000*
Ordinary shares, registered, issued and fully paid:			
At 1 January 2023		407,160	407,160
Shares issued upon exercise of share option	*(i)*	991	991
At 31 December 2023 and 1 January 2024		408,151	408,151
Shares issued upon exercise of share option	*(ii)*	9,497	9,497
At 31 December 2024 and 1 January 2025		417,648	417,648
Shares placement	*(iii)*	41,765	41,765
At 30 September 2025 (Unaudited)		459,413	459,413

Notes:

(i) During the year ended 31 December 2023, share options were exercised to subscribe for 991,073 ordinary shares of the Company at a consideration of RMB1,249,000. An amount of RMB991,000 was credited to share capital and an excess amount of RMB258,000 was credited to capital reserve.

(ii) During the year ended 31 December 2024, share options were exercised to subscribe for 9,496,716 ordinary shares of the Company at a consideration of RMB58,266,000. An amount of RMB9,497,000 was credited to share capital and an excess amount of RMB48,769,000 was credited to capital reserve.

(iii) During the nine months ended 30 September 2025, the Company entered into share placement agreements with several independent third parties in relation to placement of 41,764,808 new ordinary shares at RMB43. Total proceeds for this placement were RMB1,795,887,000. The amount of RMB1,754,122,000, representing the excess of the proceeds received over the nominal value of the ordinary shares of RMB41,765,000, was included in capital reserve. Issuance costs related to shares placement as RMB22,441,000, which was dealt with capital reserve.

(c) Nature and purpose of reserves

Capital reserve

Capital reserve primarily comprises the following:

– capital premium of share issued;

– the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2.3(k)(ii).

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing assets to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including interest-bearing borrowings and lease liabilities) less cash and cash equivalents. Total equity is calculated as equity as shown in the consolidated statements of financial position.

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Interest-bearing borrowings	338,530	1,098,864	1,016,060
Lease liabilities	71,841	58,525	46,086
Less: Cash and cash equivalents	(73,927)	(249,890)	(1,014,485)
Net debt	336,444	907,499	47,661
Total equity	848,627	200,057	1,443,734
Net debt to equity ratio	0.40	4.54	0.03

28. CAPITAL COMMITMENTS

Save as disclosed elsewhere, capital commitments outstanding at the end of each reporting period not provided for in the Historical Financial Information were as follows:

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
Contracted for:			
Acquisition of machinery and equipment	5,476	73,245	4,924
Construction of plants and buildings	–	36,304	6,097
	5,476	109,549	11,021

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the consolidated statements of cash flows as cash flows from financing activities.

	Interest-bearing borrowings	Lease liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	–	85,272	85,272
Changes from financing cash flows:			
Proceeds from new borrowings raised	338,233	–	338,233
Capital element of lease rentals paid	–	(22,421)	(22,421)
Interest element of lease rentals paid	–	(3,897)	(3,897)
Interest paid	(3,380)	–	(3,380)
Total changes from financing cash flows	334,853	(26,318)	308,535
Other changes:			
Effect on new leases during the year	–	8,990	8,990
Finance costs	3,677	3,897	7,574
Total other changes	3,677	12,887	16,564
At 31 December 2023	338,530	71,841	410,371
At 1 January 2024	338,530	71,841	410,371
Changes from financing cash flows:			
Proceeds from new borrowings raised	963,357	–	963,357
Repayment of borrowings	(203,726)	–	(203,726)
Capital element of lease rentals paid	–	(24,946)	(24,946)
Interest element of lease rentals paid	–	(3,055)	(3,055)
Interest paid	(20,553)	–	(20,553)
Total changes from financing cash flows	739,078	(28,001)	711,077
Other changes:			
Finance costs	19,700	3,055	22,755
Effect on new leases during the year	–	11,630	11,630
Other changes arising from interest capitalisation and accrued interests	1,556	–	1,556
Total other changes	21,256	14,685	35,941
At 31 December 2024	1,098,864	58,525	1,157,389
At 1 January 2025	1,098,864	58,525	1,157,389
Changes from financing cash flows:			
Proceeds from new borrowings raised	557,218	–	557,218
Repayment of borrowings	(639,754)	–	(639,754)
Capital element of lease rentals paid	–	(22,264)	(22,264)
Interest element of lease rentals paid	–	(1,837)	(1,837)
Interest paid	(25,981)	–	(25,981)
Total changes from financing cash flows	(108,517)	(24,101)	(132,618)
Other changes:			
Effect on new leases during the period	–	9,825	9,825
Finance costs	21,754	1,837	23,591
Other changes arising from interest capitalisation and accrued interests	3,959	–	3,959
Total other changes	25,713	11,662	37,375
At 30 September 2025 (Unaudited)	1,016,060	46,086	1,062,146

	Interest-bearing borrowings	Lease liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2024 (Unaudited)	338,530	71,841	410,371
Changes from financing cash flows:			
Proceeds from borrowings raised	703,476	–	703,476
Repayment of borrowings	(201,625)	–	(201,625)
Capital element of lease rentals paid	–	(22,925)	(22,925)
Interest element of lease rentals paid	–	(2,317)	(2,317)
Interest paid	(13,375)	–	(13,375)
Total changes from financing activities	488,476	(25,242)	463,234
Other changes:			
Finance costs	13,124	2,317	15,441
Effect on new leases during the period	–	14,284	14,284
Other changes arising from interest capitalisation and accrued interests	619	–	619
Total other changes	13,743	16,601	30,344
At 30 September 2024 (Unaudited)	840,749	63,200	903,949

30. MATERIAL NON-CONTROLLING INTERESTS ("NCI")

The following table lists out the information relating to Gewu Biotechnology (Jiangsu) Co., Ltd., which has NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000* *(Unaudited)*
NCI percentage	–	12.5%	12.5%
Current assets	–	64,158	27,293
Non-current assets	–	2,911	4,422
Current liabilities	–	(16,660)	(5,322)
Non-current liabilities	–	–	(27)
Net assets	–	50,409	26,366
Carrying amount of NCI	–	6,301	3,296

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000* *(Unaudited)*	*RMB'000* *(Unaudited)*
Revenue	–	–	–	–
Loss for the year/period	–	(749,591)	(729,495)	(24,043)
Total comprehensive income	–	(749,591)	(729,495)	(24,043)
Total comprehensive income allocated to NCI	–	(93,699)	(91,187)	(3,005)
Cash flows used in operating activities	–	(736,731)	(718,094)	(38,056)
Cash flows (used in)/generated from investing activities	–	(59,138)	(79,471)	40,485
Cash flows generated from/(used in) financing activities	–	800,000	800,000	(10)

31 MATERIAL RELATED PARTY TRANSACTIONS

a. Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in Note 10, is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Short-term employee benefits	36,410	35,216	26,419	28,751
Retirement scheme contributions	588	610	456	424
Equity-settled share-based payment expenses	182,932	100,341	75,073	39,875
	219,930	136,167	101,948	69,050

Total remuneration is included in "staff costs" (see Note 7).

b. Names and relationships of the related party that had other material transactions with the Group during the Track Record Period and the nine months ended 30 September 2024 and 2025:

Name of related party	Relationship
AstraZeneca Investment (China) Limited ("AstraZeneca China")	Controlled by AstraZeneca PLC, being the actual controller of the substantial shareholder, AstraZeneca AB, of the Company

c. Other significant related party transactions

During the Track Record Period and the nine months ended 30 September 2024 and 2025, the Group had the following transactions with a related party:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
Property management services				
AstraZeneca China	10,453	9,479	5,847	6,906
Rental paid for leased properties				
AstraZeneca China	14,869	14,869	11,152	11,152

d. Significant related party balances

At 31 December 2023 and 2024 and 30 September 2025, balances with related parties of the Group and the Company were as follows:

The Group

As at 31 December 2023 and 2024 and 30 September 2025 (Unaudited), balances with AstraZeneca China included in other payables were RMB1,655,000, RMB1,561,000 and RMB2,077,000 and included in lease liabilities were RMB51,830,000, RMB38,937,000 and RMB26,189,000.

The Company

As at 31 December 2023 and 2024 and 30 September 2025 (Unaudited), amounts due from subsidiaries of RMB2,129,000, RMB17,485,000 and RMB1,272,000, respectively, in which balances with Dizal (Beijing) Pharmaceutical Co., Ltd. were RMB2,129,000 and RMB1,132,000 as at 31 December 2023 and 2024; balances with Dizal (Shanghai) Pharmaceutical Co., Ltd. was RMB1,784,000 as at 31 December 2024; and balances with Gewu Biotechnology (Jiangsu) Co., Ltd. were RMB14,569,000 and RMB1,272,000 as at 31 December 2024 and 30 September 2025.

As at 31 December 2023 and 2024 and 30 September 2025 (Unaudited), amounts due to subsidiaries of RMB22,874,000, RMB32,888,000 and RMB58,608,000, respectively, in which balances with Dizal (Beijing) Pharmaceutical Co., Ltd. were 13,870,000, RMB8,560,000 and RMB11,627,000; and balances with Dizal (Shanghai) Pharmaceutical Co., Ltd. were RMB9,004,000; RMB24,328,000 and RMB46,981,000.

As at 31 December 2023 and 2024 and 30 September 2025 (Unaudited), amount due to AstraZeneca China, a related company were RMB1,655,000, RMB1,561,000 and RMB2,077,000, respectively.

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit risk, liquidity risk, interest rate risk and currency risks arise in the normal course of the Group's business. The Group's exposure to these risks and financial risk management policies and practices used by the Group to manage these risks are described below:

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables. The Group's exposure to credit risk arising from cash and cash equivalents and restricted cash is limited because the counterparties are reputable financial institutions with high credit standing, for which the Group considers having low credit risk. The management of the Group makes periodic assessments on the recoverability of trade receivables, deposits and other receivables based on historical settlement records, past experience, and also available reasonable and supportable forward-looking information under ECL model of IFRS 9.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

As at 31 December 2023 and 2024 and 30 September 2025, 39.65%, 38.13% and 44.13%, respectively, of trade receivables were due from the Group's largest customer and 92.28%, 87.77% and 81.95%, respectively, of trade receivables were due from the Group's five largest customers.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Evaluation is performed on an ongoing basis and the credit terms could be adjusted when necessary. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at the end of each reporting period:

	As at 31 December 2023		
	Expected loss rate	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Current (not past due)	1%	48,436	396

	As at 31 December 2024		
	Expected loss rate	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Current (not past due)	1%	27,773	278

	As at 30 September 2025		
	Expected loss rate	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Current (not past due)	1%	128,389	1,284

Expected loss rates are based on actual loss experience over the past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance in respect of trade receivables during the Track Record Period and the nine months ended 30 September 2024 and 2025 is as follows:

	Year ended 31 December		Nine months ended 30 September	
	2023	2024	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*	*RMB'000 (Unaudited)*
At the beginning of the year/period	–	396	396	278
Impairment loss recognised/(reversal of impairment loss) *(Note 6)*	396	(118)	273	1,006
At the end of the year/period	396	278	669	1,284

Deposits and other receivables

For deposits and other receivables, impairment loss is recognised based on 12-month ECL since the Group assesses that there has not been a significant increase in credit risk since initial recognition. In determining the ECL, the directors of the Company have taken into account the historical default experience, the financial position of the counterparties, as well as the future prospects of the industries in which the issuers operate and considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss given default. No impairment had been provided under 12-month expected credit loss assessment.

The credit risk on cash and bank balances is limited because the majority of the counterparties are banks with good reputation. No impairment had been provided under 12-month expected credit loss assessment.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting periods of the Group's financial liabilities (excluding non-financial liabilities of contract liabilities, payables for staff costs and other tax payables), which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay:

	As at 31 December 2023					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 December 2023
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Interest-bearing borrowings	207,014	3,873	141,788	–	352,675	338,530
Lease liabilities	26,688	20,352	28,916	–	75,956	71,841
Trade payables	14,601	–	–	–	14,601	14,601
Accrued expenses and other payables	141,297	–	–	–	141,297	141,297
	389,600	24,225	170,704	–	584,529	566,269

	As at 31 December 2024					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 December 2024
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Interest-bearing borrowings	451,994	304,234	374,287	29,484	1,159,999	1,098,864
Lease liabilities	25,207	20,013	17,562	–	62,782	58,525
Trade payables	17,514	–	–	–	17,514	17,514
Accrued expenses and other payables	245,942	–	–	–	245,942	245,942
	740,657	324,247	391,849	29,484	1,486,237	1,420,845

	As at 30 September 2025					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 30 September 2025
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Interest-bearing borrowings	409,117	272,559	305,547	90,398	1,077,621	1,016,060
Lease liabilities	23,944	22,446	2,540	–	48,930	46,086
Trade payables	24,209	–	–	–	24,209	24,209
Accrued expenses and other payables	285,637	–	–	–	285,637	285,637
	742,907	295,005	308,087	90,398	1,436,397	1,371,992

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. As at 31 December 2023 and 2024 and 30 September 2025, the Group's interest-bearing borrowings were subject to a floating interest rate.

Sensitivity Analysis

At 31 December 2023 and 2024 and 30 September 2025, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss after income tax and accumulated loss by approximately RMB1,383,000, 6,959,000 and 7,278,000. The assumed changes have no impact on the Group's other components of equity.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period. The assumed changes in interest rates are considered to be reasonably possible changes on observation of current market conditions and represent management's assessment of a reasonably possible change in interest rates over the next twelve-month period.

The calculation is based on a change in average market interest rates for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant. The sensitivity analysis has been prepared on the same basis throughout the Track Record Period and the nine months ended 30 September 2024 and 2025.

(d) Currency risk

The Group is exposed to currency risk primarily through purchase which give rise to payables and cash balances that is denominated in a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily USD.

i. Exposure to currency risk

The following table details the Group's exposure as at 31 December 2023 and 2024 and 30 September 2025, to currency risk arising from the recognised assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purpose, the amounts of exposure are shown in RMB translated using the spot rate of the end of each reporting period. Differences resulting from the translation of the financial statements of the Group's subsidiaries with functional currency other than RMB into the Group's presentation currency are excluded.

	As at 31 December		As at 30 September
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000 (Unaudited)*
USD			
Cash and cash equivalents	35,825	23,362	20,180
Other payables and accruals	(41,442)	(31,448)	(13,070)
Net exposure	(5,617)	(8,086)	7,110
Others			
Other payables and accruals	(253)	(899)	(187)
Net exposure	(253)	(899)	(187)

ii. Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after tax (and accumulated losses) that would arise if foreign exchange rates to which the Group has significant exposure at the end of each reporting period changed at that date, assuming all other risk variables remained constant.

	As at 31 December				As at 30 September	
	2023		2024		2025	
	Increase/ (decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses	Increase/ (decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses	Increase/ (decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses
	%	*RMB'000*	%	*RMB'000*	% *(Unaudited)*	*RMB'000 (Unaudited)*
USD	10%	(421)	10%	(687)	10%	604
USD	(10%)	421	(10%)	687	(10%)	(604)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group subsidiaries' profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purpose.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk as at 31 December 2023 and 2024 and 30 September 2025. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for the respective previous year/period.

(e) Fair value measurement

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

– Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;

– Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available;

– Level 3 valuations: Fair value measured using significant unobservable inputs.

Analysis on fair value measurement of financial instruments as at 31 December 2023 and 2024 and 30 September 2025 are as follows:

	Fair value measurement at 31 December 2023 categorised into			
	Level 1	Level 2	Level 3	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Financial assets:				
Financial assets at FVPL	–	673,998	–	673,998

	Fair value measurement at 31 December 2024 categorised into			
	Level 1	Level 2	Level 3	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Financial assets:				
Financial assets at FVPL	–	589,830	–	589,830

	Fair value measurement at 30 September 2025 categorised into			
	Level 1	Level 2	Level 3	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Financial assets:				
Financial assets at FVPL	–	911,552	–	911,552

The fair value of financial assets at FVPL are determined by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

33. CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and liabilities at the end of each reporting periods.

34. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

During the Track Record Period and the nine months ended 30 September 2024 and 2025, the directors consider the Group does not have immediate parent and ultimate controlling party.

35. EVENT AFTER THE REPORTING PERIOD

There were no significant events subsequent to 30 September 2025.

36. SUBSEQUENT FINANCIAL STATEMENT

No audited financial statements have been prepared by the Company and its subsidiaries in respect of any period subsequent to 31 December 2024.

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

[**REDACTED**]

TAXATION AND FOREIGN EXCHANGE

1. Taxation of Security Holders

The taxation of income and capital gains of holders of H Shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of H Shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current laws and practices in effect, and constitutes no predictions of changes or adjustments to relevant laws or policies or any advice or suggestions thereunder. The discussion does not deal with all possible tax consequences relating to an investment in the H Shares or take into account the specific circumstances of any particular investor, some of which may be subject to special rules. Accordingly, investors should consult their own tax adviser regarding the taxation of an investment in the H Shares. The discussion is based upon current laws and relevant interpretations in effect as at the execution date of this document, all of which are subject to change or adjustment and may have retrospective effect.

The discussion below does not involve any issue concerning the PRC or Hong Kong taxation other than income tax, capital gains tax, stamp duty and estate duty. Prospective investors are urged to consult their financial advisers regarding the PRC, Hong Kong and other tax consequences of owning and disposing of H Shares.

1) Taxation on Dividends

A. Individual Investors

Pursuant to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法》) last amended on August 31, 2018 and implemented on January 1, 2019 as well as the Regulations on Implementation of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法實施條例》) last amended on December 18, 2018 and implemented on January 1, 2019, dividends distributed by PRC enterprises are subject to an individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from an enterprise in the PRC is normally subject to an individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by an applicable tax treaty. In accordance with the Circular on Certain Issues Concerning the Policies of Individual Income Tax (Cai Shui Zi [1994] No. 020) (《關於個人所得税若干政策問題的通知》(財税字[1994]020號)) promulgated by the Ministry of Finance ("MOF") and the State Administration of Taxation (the "SAT") on May 13, 1994 and effective from the same day, overseas individuals are, as an interim measure, exempted from the individual income tax for dividends or bonuses received from foreign-invested enterprises. According to the Notice of the State Council on Approving and Relaying the Several Opinions of the National Development and Reform Commission and Other Departments on Deepening Reform of the Income Distribution System (《國務院批轉發展改革委等部門關於深化收入分配制度改革若干意見的通知》) issued by the State Council on February 5, 2013, overseas

individuals are no longer exempted from the individual income tax for dividends or bonuses received from foreign-invested enterprises, which is, however, not specified in the subsequent Individual Income Tax Law of the PRC and relevant tax regulations.

On June 28, 2011, the SAT issued the Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)), pursuant to which, dividends received by overseas resident individual shareholders from domestic non-foreign invested enterprises which have issued shares in Hong Kong are subject to individual income tax, which shall be withheld and paid by a withholding agent according to the items of interest, dividend and bonus income. Overseas resident individual shareholders of domestic non-foreign invested enterprises which have issued shares in Hong Kong are entitled to relevant preferential tax treatment pursuant to the provisions in the tax treaties between the countries in which they are residents and China, and the tax arrangements between Mainland China and Hong Kong (Macau). Individual shareholders are generally subject to a withholding tax rate of 10% without any application when domestic non-foreign invested enterprises which have issued shares in Hong Kong distribute dividends. Where the tax rates on dividends are not 10%, the following requirements shall apply: (1) for individuals receiving dividends who are citizens from countries that have entered into tax treaties with China with tax rates lower than 10%, they may, according to the Notice of SAT on Issuing the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Guo Shui Fa [2009] No. 124) (《國家税務總局關於印發<非居民享受税收協定待遇管理辦法(試行)>的通知》(國税發[2009]124號)), apply for refund; (2) for individuals receiving dividends who are citizens from countries that have entered into tax treaties with China with tax rates higher than 10% but lower than 20%, the withholding agent will, upon distribution of dividends, withhold and pay the individual income tax at the agreed effective tax rates under the treaties, without seeking such approval; (3) for individuals receiving dividends who are citizens from countries without tax treaties with China or under other circumstances, the withholding agent will, upon distribution of dividends, withhold and pay the individual income tax at the rate of 20%.

According to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得税政策有關問題的通知》) issued by the MOF, SAT and the CSRC on 7 September 2015 and effective on 8 September 2015, where an individual holds the shares of a listed company obtained from the public offering for more than one year and transfers the stock of the listed company on the stock market, the dividend and bonus income shall be temporarily exempted from individual income tax. Where an individual acquires shares of a listed company from the public offering and transfers the stock of the listed company on the stock market, if the holding period is within one month (inclusive), the dividend and bonus income shall be included in the taxable income in full; if the holding period

is more than one month but less than one year (inclusive), the dividend and bonus income shall be included in the taxable income at the rate of 50%; the aforesaid income shall be subject to individual income tax at a uniform rate of 20%.

In accordance with the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) signed on August 21, 2006, the PRC Government may levy taxes on the dividends paid by a PRC company to Hong Kong residents (including natural persons and legal entities) in an amount not exceeding 10% of total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of the equity interest in a PRC company, then such tax shall not exceed 5% of the dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (《<內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排>第五議定書》), or the Fifth Protocol,, issued by the State Administration of Taxation and effective as of 6 December 2019, provides that such preferential provisions shall not apply to any arrangement or transaction where one of its principal purposes is to obtain the tax benefits thereunder.

B. Enterprise Investors

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》), or the EIT Law, amended by the SCNPC and effective on December 29, 2018, and the Implementation Rules of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》), or the Implementation Rules of the EIT Law, amended by the State Council and effective on April 23, 2019, a non-resident enterprise is subject to a 10% enterprise income tax on PRC-sourced income, including dividends paid by a PRC resident enterprise that issues and lists shares in Hong Kong, if such non-resident enterprise does not have an establishment or place of business in the PRC or has an establishment or place of business in the PRC but the PRC-sourced income is not actually connected with such establishment or place of business in the PRC. The aforesaid income tax payable by non-resident enterprises shall be withheld at source, and the payer shall be the withholding agent; the tax shall be withheld by the withholding agent from the payment or the amount due each time such payment is made or becomes due. Such tax may be reduced or exempted pursuant to an applicable treaty for the avoidance of double taxation.

The SAT Circular on Issues Relating to the Withholding of Enterprise Income Tax by PRC Resident Enterprises on Dividends Paid to Overseas Non-PRC Resident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《國家税務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》(國税函[2008]897號)) issued by the SAT on November 6, 2008, which became effective on the same day, further clarified that a PRC-resident enterprise must withhold

corporate income tax at a flat rate of 10% on dividends paid to non-PRC resident enterprise shareholders of H Shares with respect to the dividends of 2008 and onwards. In addition, the SAT Response to Questions on Levying Enterprise Income Tax on Dividends Derived by Non-resident Enterprises from Holding Stocks such as B Shares (Guo Shui Han [2009] No. 394) (《國家税務總局關於非居民企業取得B股等股票股息徵收企業所得税問題的批覆》(國税函[2009]394號)) issued by the SAT on July 24, 2009, which became effective on the same day, further provides that PRC-resident enterprises listed on Chinese and overseas stock exchanges by issuing stocks (A shares, B shares and overseas shares) must withhold enterprise income tax at a flat rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprise shareholders. Such tax rates may be further modified pursuant to the tax treaties or agreements that China has concluded with a relevant jurisdiction, where applicable.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) signed on August 21, 2006, the PRC Government may levy taxes on the dividends paid by a PRC company to Hong Kong residents (including natural persons and legal entities) in an amount not exceeding 10% of total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of the equity interest in a PRC company, then such tax shall not exceed 5% of the dividends payable by the PRC company.

C. Tax Treaties

Investors who are not PRC residents and reside in jurisdictions which have entered into avoidance of double taxation treaties or arrangements with the PRC are entitled to a reduction of the PRC enterprise income taxes imposed on the dividends received from PRC companies. At present, the PRC has entered into agreements/arrangements for the avoidance of double taxation with a number of countries or regions including HKSAR, Macau S.A.R, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant income tax treaties or arrangements may apply to the PRC tax authorities for a refund of enterprise income tax in excess of the agreed tax rate, and the refund application is subject to approval by the PRC tax authorities.

2) Taxation on Equity Transfer

i. Income Tax

A. Individual Investors

According to the Individual Income Tax Law of the PRC, gains realized on the transfer of personal assets are subject to the income tax at a rate of 20%. Pursuant to the Circular on the Continued Exemption of Individual Income Tax over Individual Income from Share Transfer (Cai Shui Zi [1998] No. 61) (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》(財稅字[1998]61號)) jointly issued by the MOF and the SAT on March 30, 1998, which became effective on the same day, from January 1, 1997. The Individual Income Tax Law (last amended and effective on January 1, 2019) and its implementing regulations do not explicitly state whether this exemption for gains from the transfer of listed company shares will be continued.

However, on December 31, 2009, the MOF, the SAT and the CSRC jointly issued the Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation (Cai Shui [2009] No. 167) (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知》(財稅[2009]167號)), which became effective on January 1, 2010 and provides that individuals' income from transferring listed shares publicly issued and transferred on the Shanghai Stock Exchange and the Shenzhen Stock Exchange shall continue to be exempted from individual income tax, except for shares subject to sales limitations as defined in the Supplementary Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation (Cai Shui [2010] No. 70) (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知》(財稅[2010]70號)) jointly issued by such departments on November 10, 2010 and coming into effect on the same day.

As of the execution date of this document, no provision has expressly provided that individual income tax shall be collected from non-PRC resident individual shareholders on their gains from the transfer of shares of PRC resident enterprises listed on overseas stock exchanges (such as the Hong Kong Stock Exchange).

B. Enterprise Investors

In accordance with the EIT Law, and the Implementation Rules of the EIT Law, a non-resident enterprise is generally subject to a 10% enterprise income tax on income sourced from China, if it does not have an establishment or place in China, or has an establishment or place in China but the income is not effectively connected with such establishment or place (as stipulated in Paragraph 3, Article 3 of the EIT Law). Such income tax for non-resident enterprises is withheld at source, where the payer is required to withhold the income tax from the amount payable to the

non-resident enterprise upon payment or when it becomes due. The applicable tax rate may be reduced pursuant to any tax treaties or arrangements for the avoidance of double taxation that China has entered into with the jurisdiction where the non-resident enterprise is a resident.

ii. Stamp Duty

Under the Stamp Tax Law of the People's Republic of China (《中華人民共和國印花税法》) issued by the SCNPC on June 10, 2021 and implemented on July 1, 2022, the PRC stamp tax is applicable to the entities and individuals that conclude taxable vouchers or conduct securities trading within the territory of the People's Republic of China, and the entities and individuals outside the territory of the People's Republic of China that conclude taxable vouchers that are used inside China. Therefore, PRC stamp duty on share transfer by PRC listed companies does not apply to acquisitions or dispositions of H shares outside the PRC by non-PRC investors.

3) Estate Duty

As of the signing date of this document, no estate duty has been levied in China under the PRC laws.

4) Taxation Policies of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect

On October 31, 2014 and November 5, 2016, the MOF, the SAT and the CSRC jointly issued the Notice on Taxation Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2014]81號)) and the Notice on Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關税收政策的通知》(財税[2016]127號)), pursuant to which, the income from transfer differences and dividend and bonus income derived by PRC enterprise investors from investing in stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax in accordance with the law. In particular, the dividend and bonus income derived by PRC resident enterprises which hold H shares for at least 12 consecutive months shall be exempted from enterprise income tax according to law. H-share companies do not withhold tax on dividends and bonus income of PRC enterprise investors, and the tax payable shall be declared and paid by enterprises.

For dividends and bonuses received by PRC individual investors investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, H-share companies shall submit an application to China Securities Depository and Clearing Corporation Limited, which shall provide H-share companies with a register of PRC individual investors. H-share companies shall withhold

individual income tax at a rate of 20%. Individual investors who have paid withholding tax outside the PRC may apply for tax credits at the competent tax authorities of the CSDC with valid tax deduction certificates. Individual income tax is levied on dividend and bonus income derived by PRC security investment funds from investing in stocks listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect in accordance with the above provisions.

Pursuant to the Announcement on Extending the Implementation of the Individual Income Tax Policies Concerning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and the Mainland-Hong Kong Mutual Recognition of Funds (《關於延續實施滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》), promulgated and implemented on 21 August 2023, the transfer spread income derived by mainland individual investors from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect shall be exempted from individual income tax through 31 December 2027.

2. Principal Taxation of Our Company in the PRC

For details, please refer to the Regulatory Overview in this document.

II. FOREIGN EXCHANGE

RMB is the legal currency of the PRC and is currently subject to foreign exchange controls and cannot be freely inverted into foreign currency. The State Administration of Foreign Exchange ("SAFE") under the People's Bank of China is responsible for all matters relating to foreign exchange, including the enforcement of exchange control regulations.

Pursuant to the Regulations of the People's Republic of China on Foreign Exchange Control (《中華人民共和國外匯管理條例》), amended by the State Council and effective on 5 August 2008, all international payments and transfers are classified into current account items and capital account items. The PRC does not impose restrictions on international payments and transfers under current account items. Foreign exchange income from the current account of PRC enterprises may be retained or sold to financial institutions engaged in the settlement and sale of foreign exchange in accordance with relevant provisions of the State. The retention or sale of foreign exchange receipts under capital accounts to financial institutions engaged in settlement and sale of foreign exchange shall be subject to the approval of foreign exchange administrative authorities, unless otherwise stipulated by the State.

Under the Administrative Regulations on Foreign Exchange Settlement, Sale and Payment (《結匯、售匯及付匯管理規定》) issued by the People's Bank of China on June 20, 1996 and implemented from July 1, 1996, the existing restrictions on foreign exchange transactions under capital items are retained, while the remaining restrictions on foreign exchange conversion for current items are abolished.

According to the Announcement on Reforming the RMB Exchange Rate Regime (《關於完善人民幣匯率形成機制改革的公告》) issued by the People's Bank of China on July 21, 2005 and effective from the same date, from July 21, 2005 onwards, China has implemented a floating exchange rate system with management and regulation based on market supply and demand and with reference to a basket of currencies. As a result, RMB exchange rates are no longer pegged to USD. The People's Bank of China publishes the closing prices of the exchange rates of RMB against USD and other currencies in the interbank foreign exchange market after the market closes on each working day, which serves as the mid-price for the currency's transactions against RMB on the following working day.

On August 5, 2008, the State Council promulgated the amended Regulations of the People's Republic of China on Foreign Exchange Administration, with significant changes to China's foreign exchange regulatory system. Firstly, balanced treatment has been adopted for foreign exchange inflows and outflows. Foreign exchange earnings from overseas may be transferred back to the PRC or deposited abroad, and foreign exchange and settlement funds under capital items may only be used for the purposes approved by competent authorities and foreign exchange control authorities. Secondly, it has improved the RMB exchange rate formation mechanism based on market supply and demand. Thirdly, when there is or appears to be a serious imbalance in international balance of payments or when there is or appears to be a serious crisis in the national economy, the state can take necessary safeguard and control measures on international balance of payments. Fourthly, it has strengthened the supervision and management of foreign exchange transactions and granted extensive powers to the SAFE to enhance its supervision and management capabilities.

According to relevant PRC laws and regulations, Chinese enterprises (including foreign-invested enterprises) requiring foreign exchange for current account transactions may, without the approval of foreign exchange authorities, make payments through foreign exchange accounts opened at designated foreign exchange banks, provided that valid receipts or vouchers for the transactions are produced. Foreign-invested enterprises that need to distribute profits in foreign currency to their shareholders and Chinese enterprises that need to pay dividends in foreign currency to their shareholders may make payments from foreign exchange accounts at designated foreign exchange banks or exchange and pay at such banks in accordance with the decision of the board of directors or the shareholders' general meeting on the distribution of profits.

Pursuant to the Decision of the State Council on Cancelling and Adjusting a Range of Administrative Approval Items and Other Matters (Guo Fa [2014] No. 50) (《國務院關於取消和調整一批行政審批專案等事項的決定》(國發[2014]50號)) issued by the State Council on October 23, 2014 and effective from the same date, the requirement has been cancelled for the SAFE and its branches to approve the repatriation and settlement of foreign exchange proceeds raised by overseas listed foreign shares.

According to the Notice of the People's Bank of China and the State Administration of Foreign Exchange on Issues Concerning the Administration of Funds Raised by Domestic Enterprises Listed Overseas (《中國人民銀行 國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》), promulgated on December 24, 2025 and effective on April 1, 2026, a domestic enterprise that conducts an overseas listing shall, within 30 working days from the first trading day of the overseas listing or the completion of the over-allotment option, apply to a bank within the province or the separately-listed municipality where it is registered (hereinafter referred to as the local bank) for overseas listing registration. In principle, funds raised by domestic enterprises through overseas listings shall be remitted back to the territory in a timely manner. Where such funds are retained overseas for the conduct of overseas direct investment, overseas securities investment, overseas lending and other businesses, the domestic enterprise shall obtain the approval or filing documents from the business competent authorities before the date of completion of the overseas issuance or the over-allotment option and shall comply with relevant cross-border funds administration provisions. The purposes of funds raised through an overseas listing shall be consistent with the relevant contents set out in publicly disclosed documents (hereinafter referred to as publicly disclosed documents), such as the prospectus or resolutions of the board of directors or shareholders' meetings. Any domestic shareholder who reduces their holdings must file a reduction registration with their bank either before or within 30 working days after the transaction. Until the new rules take effect in April 2026, the existing Notice on Relevant Issues Concerning the Administration of Foreign Exchange for Overseas Listing (《關於境外上市外匯管理有關問題的通知》) (issued by the SAFE on December 26, 2014) remains applicable. Under that existing notice, a domestic company shall register its overseas listing with the local branch of the State Administration of Foreign Exchange within 15 working days from the date of completion of overseas listing. Funds raised by a domestic company from overseas listing may be transferred back or deposited overseas, and the use of the funds shall be consistent with those set out in the prospectus and other disclosure documents.

According to the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (Hui Fa [2015] No. 13) (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》(匯發[2015]13號)) issued by the SAFE on February 13, 2015, implemented from June 1, 2015 and amended on December 30, 2019, two administrative approvals have been cancelled, namely foreign exchange registration under domestic direct investment and that under overseas direct investment, which will be directly reviewed and approved by banks. The SAFE and its branches exercise indirect supervision over the foreign exchange registration of direct investment through banks.

Pursuant to the Notice of the State Administration of Foreign Exchange on Reforming and Regulating the Policies for the Administration of Foreign Exchange Settlement under Capital Items (Hui Fa [2016] No. 16) (《國家外匯管理局關於改革和規範資本專案結匯管理政策的通知》(匯發[2016]16號)) issued by the SAFE on June 9, 2016 and implemented from the same date, the relevant policies have explicitly stated that the foreign exchange income from capital items (including foreign exchange capital funds, foreign debt funds, funds transferred back from overseas listings, etc.) which are subject to voluntary settlement can be settled at banks

according to the particular needs of domestic institutions. The ratio of voluntary settlement of foreign exchange earnings from capital items of domestic institutions is temporarily set at 100%, which is subject to adjustment by the SAFE according to international balance of payments.

According to the Notice of the State Administration of Foreign Exchange on Further Promoting the Reform of Foreign Exchange Administration and Improving the Examination of Authenticity and Compliance (Hui Fa [2017] No. 3) (《國家外匯管理局關於進一步推進外匯管理改革完善真實合規性審核的通知》(匯發[2017]3號)) issued by the SAFE on January 18, 2017 and implemented from the same date, the scope of domestic foreign exchange loan settlement is further expanded to allow domestic foreign exchange loans with the background of commodity trade and exports to be settled, allow funds under domestic guarantee and foreign loans to be transferred back, allow foreign exchange settlement via the foreign exchange accounts of foreign institutions in pilot free trade zones, and implement full-coverage overseas lending management in both RMB and foreign currencies; where a domestic institution engages in overseas lending, the combined balance of foreign exchange lending in RMB and foreign currencies shall not exceed a maximum of 30% of the owner's equity in the audited financial statements of the preceding year.

According to the Notice on Further Facilitating Cross-border Trade and Investment (Hui Fa [2019] No. 28) (《關於進一步促進跨境貿易投資便利化的通知》(匯發[2019]28號)) issued by the SAFE on October 23, 2019 and implemented from the same date, restrictions have been removed on the use of capital funds by non-investment foreign-invested enterprises for domestic equity investment. In addition, restrictions have also been removed on the use of funds in domestic asset realization accounts for foreign exchange settlement and the use of security deposits for foreign exchange settlement by foreign investors. Eligible enterprises in pilot areas are allowed to use capital funds, foreign debt, overseas listings and other income under capital items for domestic payments without providing the banks with proofs of authenticity in advance, and their use of funds should be genuine and compliant with the current regulations governing the use of income from capital items.

This Appendix provides a summary of certain aspects of PRC laws and regulations relevant to our Company's operations and business. The laws and regulations relating to taxation in the PRC are discussed separately in Appendix III — [**REDACTED**] of this document. This Appendix also includes a summary of key provisions of the PRC Company Law. The primary purpose of this summary is to provide potential [**REDACTED**] with an overview of the principal legal and regulatory framework applicable to our Company. This summary does not purport to be exhaustive or to contain all information that may be important to potential [**REDACTED**]. For a discussion of other laws and regulations relevant to our business, please refer to the section headed "Regulatory Overview" in this document.

I. THE PRC LEGAL SYSTEM

The PRC legal system is based on the Constitution of the PRC (《中華人民共和國憲法》) (hereinafter referred to as the "**Constitution**") and is made up of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules and regulations of ministries of the State Council, rules and regulations of local governments, laws of special administrative regions and international treaties and agreements to which the PRC is a party, and other regulatory documents. Court verdicts do not constitute binding precedents. However, they may be used as judicial reference and guidance.

According to the Constitution and the Legislation Law of the PRC (《中華人民共和國立法法(2023年修訂)》) (hereinafter referred to as the "**Legislation Law**"), the National People's Congress (hereinafter referred to as the "**NPC**") and the Standing Committee of The National People's Congress are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend the basic laws governing civil and criminal matters, state organs and other matters. The Standing Committee of the NPC is empowered to formulate and amend laws other than those required to be enacted by the NPC. During the adjournment of the NPC, partial supplement and amendment shall be made to the laws as formulated by the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of the PRC administration and has the power to formulate administrative regulations based on the Constitution and laws.

The People's Congresses of the provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual requirements of their respective administrative areas. These local regulations shall comply with the Constitution, laws and administrative regulations.

The people's congresses of cities divided into districts and their respective standing committees may formulate local regulations on aspects such as urban and rural construction and management, environmental protection, and historical and cultural protection based on the specific circumstances and actual requirements of such cities, provided that such local regulations do not contravene any provision of the Constitution, laws, administrative regulations and local regulations of their respective provinces or autonomous regions. Where

the laws provide otherwise on the matters concerning the formulation of local regulations by cities divided into districts, those provisions shall prevail. Such local regulations by cities divided into districts shall become enforceable after being reported to and approved by the standing committees of the people's congresses of the relevant provinces or autonomous regions. The people's congresses of national autonomous areas shall have the power to formulate autonomous regulations and separate regulations in light of the political, economic and cultural characteristics of the ethnic groups in the areas concerned.

The ministries and commissions of the State Council, the People's Bank of China, the National Audit Office of the PRC and the subordinate institutions with administrative functions directly under the State Council may formulate departmental rules within the jurisdiction of their respective departments based on the laws and administrative regulations, as well as the decisions and orders of the State Council.

The people's governments of the provinces, autonomous regions, municipalities and cities or autonomous prefectures divided into districts may formulate their rules and regulations based on the laws, administrative regulations and local regulations of relevant provinces, autonomous regions and municipalities.

The Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations may contravene the Constitution. The authority of laws is greater than that of administrative regulations, local regulations and rules. The authority of administrative regulations is greater than that of local regulations and rules. The authority of local regulations is greater than that of the rules of the local governments at or below the corresponding level. The authority of the rules enacted by the people's governments of the provinces or autonomous regions is greater than that of the rules enacted by the people's governments of the cities with districts and autonomous prefectures within the administrative areas of the provinces and the autonomous regions.

The NPC has the power to amend or annul any inappropriate laws enacted by the Standing Committee of the NPC, and to annul any autonomous regulations and separate regulations as approved by its committee which contravene the Constitution or the Legislation Law. The Standing Committee of the NPC has the power to annul any administrative regulations that contravene the Constitution or laws, to annul any local regulations that contravene the Constitution, laws or administrative regulations, and to annul any autonomous regulations and local regulations which have been approved by the Standing Committee of the NPC of the relevant provinces, autonomous regions or municipalities directly under the central government, but contravene the Constitution or the Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people's congresses of provinces, autonomous regions or municipalities directly under the central government have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the Constitution or the Legislation Law, the power to interpret the laws is vested in the Standing Committee of the NPC. According to the Resolution of the Standing Committee of the National People's Congress Regarding the Strengthening of Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) which was passed on June 10, 1981, if the scope prescribed by laws needs to be further defined or supplementary provisions need to be made, the Standing Committee of the NPC shall interpret them or make provisions. Issues involving the specific application of laws in the trial work of the court shall be interpreted by the Supreme People's Court. Issues involving the specific application of laws in the procuratorial work of the procuratorate shall be interpreted by the Supreme People's Procuratorate. If there are principled differences in the interpretation of the Supreme People's Court and the Supreme People's Procuratorate, they shall be submitted to the Standing Committee of The National People's Congress for interpretation or decision. Issues that do not involve the specific application of laws in judicial and procuratorial work shall be interpreted by the State Council and the competent departments. The State Council and its ministries and commissions are also vested with the power to give interpretation of the administrative regulations and departmental rules which they have promulgated. At the regional level, the power to give interpretation of the local laws is vested in the regional legislative and administrative organs which promulgate such law.

II. PRC JUDICIAL SYSTEM

Under the Constitution and the PRC Law on the Organization of the People's Courts (《中華人民共和國人民法院組織法》), the PRC judicial system is made up of the Supreme People's Court, the local people's courts at all levels, and the special people's courts.

Local people's courts are divided into the primary people's court, intermediate people's court and the higher people's court. The higher people's courts supervise the primary and intermediate people's courts. The people's procuratorates also have the right to exercise legal supervision over the civil proceedings of people's courts of the same level and lower levels. The Supreme People's Court is the highest judicial organ in the PRC. It supervises the judicial work of the people's courts at all levels.

The people's courts adopt a system of finality at the second instance, meaning that judgments or rulings rendered at the second instance are legally binding and final. A party may appeal against the judgment or ruling of the first instance of a local people's court. The people's procuratorate may present a protest to the people's court at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people's procuratorate within the stipulated period, the judgments or rulings of the people's court are final. Judgments or rulings of the second instance of the intermediate people's courts, the higher people's courts and the Supreme People's Court, and judgments or rulings of the first instance of the Supreme People's Court are final. However, if any errors are identified in a legally effective judgment, ruling or mediation statement of the people's court at any level by the Supreme People's Court, or if such errors are identified in a legally effective judgment, ruling or mediation statement of the people's

court at a lower level by the people's court at a higher level, it has the authority to review the case itself or to refer to the people's court at a lower level to conduct a retrial. If the president of a people's court considers that a legally effective judgment, ruling or mediation statement of the court contains an error and that a retrial is necessary, the case shall be submitted to the judicial committee of the court for deliberation and decision.

The Civil Procedure Law of the PRC (《中華人民共和國民事訴訟法》) (hereinafter referred to as the "Civil Procedure Law"), which was last amended by the Standing Committee of the NPC on September 1, 2023 and became effective on January 1, 2024, prescribes the conditions for instituting a civil action, the jurisdiction of a people's court, the procedures for conducting a civil action, and the procedures for enforcement of a civil judgment or ruling. All parties to a civil action conducted within the PRC shall comply with the Civil Procedure Law. A civil case is generally heard at the court located in the defendant's place of domicile. The court of jurisdiction in respect of a civil action may also be chosen by explicit agreement among the parties to a contract, provided that the people's court having jurisdiction should be located at the place directly associated with the disputes, such as the plaintiff's or the defendant's place of domicile, the place where the contract is performed or signed or the place where the subject matter of the action is located. However, such choice shall not in any circumstances contravene the regulations of differential jurisdiction and exclusive jurisdiction.

A foreign individual, a person without a nationality, a foreign enterprise or organization is given the same litigation rights and obligations as a citizen and legal person of the PRC. Should a foreign court limit the litigation rights of a PRC citizen and enterprise, the PRC court may apply the same limitations to the citizens and enterprises of such foreign country. A foreign individual, a person without nationality, a foreign enterprise or organization must engage a PRC lawyer if they need to engage a lawyer for the purpose of initiating an action or defending against litigation at a PRC court. in accordance with international treaties to which the PRC is a part or according to the principle of reciprocity, a PRC people's court and a foreign court may request each other to serve documents, conduct investigation and collect evidence, and conduct other actions on its behalf. A PRC people's court shall not accommodate any request made by a foreign court which will result in the violation of sovereignty, security or social and public interests of the PRC.

A party shall comply with a law-binding civil judgment or ruling, If any party to a civil action refuses to comply with a judgment or ruling made by a people's court or an award made by an arbitration panel in the PRC, the other party may apply to the people's court for the enforcement of the same within two years. However, they may apply for an extension of the enforcement period. In the case of an arbitral award, they may also apply for revocation in accordance with applicable laws.

A party seeking to enforce a judgment or ruling of a people's court against another party who is not personally or whose property is not within the PRC may apply to a foreign court with the jurisdiction over the case for recognition and enforcement of such judgment or ruling. A foreign judgment or ruling may also be recognized and enforced by a PRC people's court

according to PRC enforcement procedures if the PRC has entered into or acceded to an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the court's examination according to the principle of reciprocity, unless the people's court believes that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, its sovereignty or national security or against its social and public interests.

III. THE PRC COMPANY LAW AND ADMINISTRATIVE MEASURES

A joint stock limited company which is incorporated in the PRC and listed on the Stock Exchange is mainly subject to the following laws and regulations in the PRC:

1) The PRC Company Law (《中華人民共和國公司法》), which was promulgated by the Standing Committee of the NPC on December 29, 1993, came into effect on July 1, 1994, and was amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, October 26, 2018 and December 29, 2023 respectively and the latest amendment of which was implemented on July 1, 2024;

2) Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Trial Measures**") which were promulgated by the China Securities Regulatory Commission (the "CSRC") on February 17, 2023, came into effect on March 31,2023, applicable to the overseas share subscription and listing of joint stock limited companies;

3) The Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) (the "**Guidelines for Articles of Association**") which was latest amended and came into effect on March 28, 2025 by the CSRC.

Set out below is a summary of the major provisions of the PRC Company Law, the Trial Measures and the Guidelines for Articles of Association applicable to our Group.

1. General Provisions

A joint stock limited company refers to an enterprise legal person incorporated under the Company Law with its registered capital divided into shares of equal par value. The liability of its shareholders is limited to the amount of shares held by them and the company is liable to its creditors for an amount equal to the total value of its assets.

A joint stock limited company shall conduct its business in accordance with laws and administrative regulations. It may invest in other limited liability companies and joint stock limited companies and its liabilities with respect to such invested companies are limited to the amount invested. Where any laws stipulate that a joint stock limited company may not be a contributor that undertakes joint and several liabilities for the debts of the invested companies, such requirements shall prevail.

2. Incorporation

A company may be established either by promotion or by public subscription. A company shall have a minimum of one but no more than 200 people as its promoters, and over half of the promoters must have residence within the PRC. No share offering shall be made before the shares subscribed for by the promoters are fully paid up. For companies established by subscription, the registered capital is the total paid-up share capital as registered with the company registration authorities.

The convening and voting procedures of the establishment meeting of a joint-stock company established by way of promotion shall be stipulated in the company's articles of association or the agreement between the promoters. The promoters who raise funds to establish a joint-stock company shall preside over and convene the establishment meeting of the company within thirty days from the date of full payment of the shares that should be issued when the company is established, and notify all subscribers or announce the date of the meeting 15 days prior to the date of the establishment meeting. The inaugural meeting may be convened only with the presence of promoters or subscribers representing at least half of the shares in the company. At the inaugural meeting, matters including the report on organization of the company, the adoption of articles of association and the election of members of the board of directors and members of the board of supervisors of the company will be dealt with. All resolutions of the meeting require the approval of subscribers with more than half of the voting rights present at the meeting.

Within 30 days after the conclusion of the inaugural meeting, the board of directors must authorize a representative to apply to the registration authority for registration of the establishment of the joint stock limited company. A company is formally established and acquires the status of a legal person upon the issuance of its business license by the registration authority.

3. Registered Shares

Shareholders may make capital contributions in cash, or non-monetary assets such as in kind, intellectual property rights and land use rights which can be appraised with monetary value and transferred lawfully, except for assets prohibited from capital contribution by laws and administrative regulations. For capital contributions made in non-monetary assets, a valuation of the assets contributed must be appraised and verified, without any overvaluation or undervaluation.

The issuance of shares shall be conducted in a fair and equitable manner. The same class of shares must carry equal rights. For shares issued at the same time and within the same class, the conditions and price per share must be the same. For shares subscribed by any organization or individual, the same price shall be paid for each share. The share offering price may be equal to or greater than the nominal value of the share, but not less than the nominal value.

Under the PRC Company Law, a company issuing registered share certificates shall maintain a shareholder register which sets forth the following matters: (1) the name and domicile of each shareholder; (2) the number of shares held by each shareholder; (3) the serial numbers of shares held by each shareholder; (4) the date on which each shareholder acquired the shares.

4. Increase in Registered Shares

Where a company issues new shares, resolutions shall be made at the shareholders' general meeting in respect of the class and amount of the new shares, the issue price of the new shares, the commencement and end dates for the issue of the new shares, and the class and amount of the new shares proposed to be issued to existing shareholders.

When a company launches a public issue of new shares upon approval by the CSRC, a new share offering prospectus and financial accounting report must be published and a subscription form must be prepared. After the new shares issued by the company have been fully paid up, the change must be registered with the relevant company registration authorities and a public announcement must be made accordingly. Where the registered capital of a company is increased by issuing new shares, shareholders shall pay for their subscribed shares in accordance with the relevant provisions applicable to capital contributions upon company establishment.

5. Reduction of Share Capital

A company may reduce its registered capital in accordance with the following procedures prescribed by the PRC Company Law: (1) the company shall prepare a balance sheet and an inventory of assets; (2) the reduction of registered capital must be approved by shareholders at the shareholders' general meeting; (3) the company shall notify its creditors of the reduction in registered capital within 10 days and publish the relevant announcement in newspapers within 30 days of the resolution approving the reduction being passed; (4) the creditors of the company may require the company to repay its debts or provide guarantees for the debts within 30 days of receipt of the notification or within 45 days of the date of the announcement if they fail to receive any notification; and (5) the company must apply to the company registration authorities for registration of such change.

6. Repurchase of Shares

In accordance with the PRC Company Law, a company shall not purchase its own shares except under any of the following circumstances: (1) reducing the registered capital of the company; (2) merging with another company that holds its shares; (3) using shares for the employee stock ownership plan or as equity incentives; (4) a shareholder requesting the company to purchase its shares held by him/her since he/she objects to a resolution of the shareholders' general meeting on the combination or division of the company; (5) using shares for converting convertible corporate bonds issued by the listed company; (6) it is necessary for a listed company to protect its corporate value and the rights and interests of shareholders.

A company purchasing its own shares under any of the circumstances set forth in items (1) and (2) above shall be subject to a resolution of the shareholders' general meeting; and a company purchasing its own shares under any of the circumstances set forth in items (3), (5) and (6) above may, pursuant to the provisions of the articles of association or the authorization of the shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.

After purchasing the Company's shares pursuant to the above provisions, the company shall, under the circumstance set forth in item (1), cancel them within 10 days after the purchase; under the circumstance set forth in item (2) or (4), transfer or cancel them within six months; or under the circumstance set forth in item (3), (5) or (6), hold an aggregate of no more than 10% of all the shares issued by the company and transfer or cancel them within three years.

A listed company repurchasing its own shares shall fulfill the obligation of information disclosure in accordance with the Securities Law of the PRC (the "**Securities Law**"). A listed company purchasing the Company's shares under any of the circumstances set forth in items (3), (5) and (6) of this article shall carry out trading in a public and centralized manner.

The Company shall not accept its own shares as the subject of a pledge.

7. Transfer of Shares

Shares held by a shareholder may be transferred according to the law. Under the Company Law, a shareholder should affect a transfer of his shares on securities established exchange according to the law or by any other means as required by the State Council. Registered shares may be transferred by endorsement of shareholders or by other means stipulated by laws or administrative regulations. After the transfer, a company shall record the name and address of the transferee in the register of shareholders. No changes of registration in the share register provided in the foregoing requirement shall be affected during a period of 20 days prior to the convening of shareholder's meeting or 5 days prior to the record date for a company's distribution of dividends. If any law, administrative regulation, or any provision by the securities regulatory authority of the State Council specifies otherwise for the modification of the register of shareholders of a listed company, such provisions should prevail.

Under the Company Law, shares issued by a company prior to the public offering of shares shall not be transferred within one year from the date on which the shares of a company are listed and traded on a securities exchange. The directors, supervisors and senior management of the company should declare to the company the shares they hold and the changes thereof. During the term of office as determined when they assume the posts, the shares transferred each year should not exceed 25% of the total shares they hold of the company. Shares of a company held by its directors, supervisors and senior management shall not be transferred within one year from the date of a company's listing on a securities exchange, nor within six months after their resignation from their positions with a company.

If the shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee cannot exercise the pledge right within such restricted period.

8. Shareholders

Under the Company Law and Guidelines for Articles of Association the rights of a shareholder of a company include:

(i) To receive dividends and other forms of interest distribution according to the number of shares held;

(ii) To legally require, convene, preside over, participate in or authorize proxies of Shareholders to attend the General Meeting and exercise corresponding voting rights;

(iii) To supervise business operations of our Company, provide suggestions or submit queries;

(iv) To transfer, grant or pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;

(v) To read and copy the Articles of Association, the register of Shareholders, General Meeting minutes, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial and accounting reports;

(vi) Shareholders who hold more than 3% of the company's shares individually or collectively for more than 180 consecutive days may inspect the company's accounting books and accounting vouchers as required by laws;

(vii) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;

(viii) To require our Company to acquire the shares from Shareholders voting against any resolutions adopted at the General Meeting concerning the merger and division of the Company;

(ix) Other rights conferred by laws, administrative regulations, regulations of the authorities, regulatory rules where our Company's shares are listed, or the Articles of Association.

The obligations of a shareholder of a company include:

(i) To abide by laws, administrative regulations and the Articles of Association;

(ii) To provide Share capital according to the Shares subscribed for and Share participation methods;

(iii) Not to withdraw Shares unless prescribed otherwise in laws and administrative regulations;

(iv) Not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

(v) To perform other duties prescribed in laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed.

9. Shareholder's Meetings

Under the Company Law, the shareholders' meeting of a joint stock limited company is made up of all shareholders. The shareholders' meeting is the organ of authority of a company, which exercises the following functions and powers:

(i) to elect and replace directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors;

(ii) to examine and approve reports of the board of directors;

(iii) to examine and approve reports of the supervisory committee;

(iv) to examine and approve a company's profit distribution plans and loss recovery plans;

(v) to resolve on the increase or reduction of a company's registered capital;

(vi) to resolve on the issuance of corporate bonds;

(vii) to resolve on the merger, division, dissolution, liquidation or change of corporate form of a company;

(viii) to amend the company's articles of association;

(ix) other functions and powers specified in provision of the articles of association. Under the Company Law, annual shareholders' meetings are required to be held once every year. An extraordinary shareholders' meeting is required to be held within two months after the occurrence of any of the following circumstances:

(i) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the articles of association;

(ii) when the unrecovered losses of a company amount to one-third of the total paid-up share capital;

(iii) shareholders individually or jointly holding 10% or more of the company's shares request;

(iv) when deemed necessary by the Board;

(v) the Supervisory Committee proposes to convene the meeting;

(vi) other circumstances as stipulated in the articles of association.

Shareholders' general meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or not performing his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting.

If the board of directors is incapable of performing or is not performing its duties to convene the general meeting, the board of supervisors should convene and preside over shareholders' general meeting in a timely manner. If the board of supervisors fails to convene and preside over shareholders' general meeting, shareholders individually or in aggregate holding 10% or more of the company's shares for 90 days or more consecutively may unilaterally convene and preside over shareholders' general meeting.

If the shareholders who separately or aggregately hold more than 10% of the shares of the company request to convene an interim shareholders' meeting, the board of directors and the board of supervisors should, within 10 days after the receipt of such request, decide whether to hold an interim shareholders' meeting and reply to the shareholders in writing.

Notice of meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders 20 days before the meeting. A notice of extraordinary meeting shall be given to all shareholders 15 days prior to the meeting.

Shareholders who individually or jointly hold more than 1% of the company's shares may put forward interim proposals and submit them to the convener in writing 10 days before the meeting of shareholders. The convener shall issue a supplementary notice of the meeting of shareholders within two days after receiving the proposal and announce the contents of the interim proposal.

Under the Company Law, a shareholder may entrust a proxy to attend a shareholders' meeting, and it should clarify the matters, power and time limit of the proxy. The proxy shall present a written power of attorney issued by the shareholder to a company and shall exercise his voting rights within the scope of authorization. There is no specific provision in the Company Law regarding the number of shareholders constituting a quorum in a shareholders' meeting.

Under the Company Law, shareholders present at a shareholders' meeting have one vote for each share they hold, except the shareholders of classified shares. However, shares held by the company itself are not entitled to any voting rights.

The cumulative voting system may be adopted for the election of directors and supervisors at the shareholders' meeting in accordance with the provisions of the articles of association or the resolutions of the shareholders' meeting. Under the accumulative voting system, each share shall have the same number of voting rights as the number of directors or supervisors to be elected at the shareholders' meeting, and shareholders may consolidate their voting rights when casting a vote.

Under the Company Law and the Guidelines for Articles of Association, the passing of any resolution requires affirmative votes of shareholders representing more than half of the voting rights represented by the shareholders who attend the shareholders' meeting. Matters relating to merger, division or dissolution of a company, increase or reduction of registered capital, change of corporate form or amendments to the articles of association must be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

10. Directors

Under the Company Law, a joint stock limited company should have a board of directors, which consists of more than three members. The term of office of a director shall be stipulated in the articles of association, but each term of office shall not exceed three years. Directors may serve consecutive terms if re-elected.

Meetings of the board of directors shall be convened at least twice a year. All directors and supervisors shall be noticed 10 days before the meeting for every meeting. The Board exercises the following functions and powers:

(i) to convene shareholder's general meetings and report its work to the shareholder's general meetings;

(ii) to implement the resolutions of the shareholder's general meeting;

(iii) to decide on a company's business plans and investment plans;

(iv) to formulate a company's profit distribution plan and loss recovery plan;

(v) to formulate proposals for the increase or reduction of a company's registered capital and the issue of corporate bonds;

(vi) to formulate plans for cake, division, dissolution or change of corporate form of a company;

(vii) to decide on the internal management structure of a company;

(viii) to decide on the appointment or dismissal of the manager of a company and their remuneration; to decide on the appointment or dismissal of the deputy manager and financial officer of a company based on the nomination of the manager and as well as remuneration;

(ix) to formulate a company's basic management system;

(x) other functions and powers specified in the articles of association or granted by the shareholders' meeting.

Board meetings shall be held only if more than half of the directors are present. If a director is unable to attend a board meeting, he may appoint another director by a power of attorney specifying the scope of the authorization for another director to attend the meeting on his behalf. If a resolution of the board of directors violates the laws, administrative regulations or the articles of association, and as a result of which the company suffers serious losses, the directors participating in the resolution shall be liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be exempt from such liability.

Under the Company Law, a person may not serve as a director of a company if he/she is:

(i) a person without capacity or with restricted capacity;

(ii) a person who has been sentenced to any criminal penalty due to an offense of corruption, bribery, encroachment of property, misappropriation of property, or disrupting the order of the socialist market economy, or has been deprived of political rights due to a crime, where a five-year period has not elapsed since the date of completion of the sentence; if he/she is pronounced for suspension of sentence, a two-year period has not elapsed since the expiration of the suspension period;

(iii) a person who was a director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;

(iv) persons who were legal representatives of a company or enterprise which had its business license revoked due to violation of the law and had been closed down by order, and who were personally liable, where less than three years have elapsed since the date of the revocation of the business license of the company or enterprise or the order for closure; and

(v) being listed as one of "dishonest persons subject to enforcement" by the people's court due to his/her failure to pay off a relatively large amount of due debts.

The board of directors shall have one chairman, who shall be elected by more than half of all the directors. The chairman shall exercise the following functions and powers (including but not limited to):

(i) to preside over shareholders' meetings and convene and preside over board meetings;

(ii) to examine the implementation of resolutions of the Board;

(iii) to exercise other powers conferred by the Board.

11. Manager and Senior Management

Under the relevant provisions of the PRC Company Law, a company shall have a manager who shall be appointed or removed by the board of directors.

The manager shall be accountable to the board of directors and may exercise the duties and powers in accordance with the provisions of the company's articles of association or the authorization of the board of directors.

The manager shall be present at meetings of the board of directors. However, the manager shall have no voting rights at meetings of the board of directors unless he/she concurrently serves as a director.

According to the PRC Company Law, senior management refers to the manager, deputy manager, financial officer, secretary to the board of a listed company and other personnel as stipulated in the articles of association.

12. Duties of Directors, Supervisors and Senior Management

Under the PRC Company Law, directors, supervisors and senior management shall comply with relevant laws, administrative regulations and the articles of association, and carry out their duties of fidelity and diligence. Directors, supervisors and senior management shall take measures to avoid conflicts between their own interests and the interests of the company, and shall not make use of their positions to gain undue advantage. They shall also owe a duty of diligence to the company and shall perform their duties with the reasonable care normally expected of a person in management position in the best interests of the company.

In addition, directors and senior management shall not: (1) embezzlement of company properties and misappropriation of the company's capital; (2) depositing the company's capital into accounts under his own name or the name of other individuals; (3) utilizing power to accept bribe or accept other illegal income; (4) accept and possess commissions paid by a third party for transactions conducted with the company; (5) unauthorized divulgence of confidential business information of the company; or (6) other acts in violation of their duty of loyalty to the company.

A director, supervisor or senior management member who contravenes laws, administrative regulations or the articles of association in the performance of his/her duties resulting in any loss to the company shall be liable to the company for compensation.

Where a director, supervisor or senior management member is required to attend a shareholders' general meeting, such director, supervisor or senior management member shall attend the meeting and answer inquiries from shareholders. Directors and senior management shall furnish relevant situations and information to the board of supervisors in a truthful manner, without impeding the discharge of duties by the board of supervisors.

13. Finance and Accounting

Under the PRC Company Law, the company shall establish its financial and accounting systems according to laws, administrative regulations and the regulations of competent financial authorities of the State Council. At the end of each accounting year, the company shall prepare a financial report audited by an accounting firm in accordance with laws. The company's financial and accounting report shall be prepared in accordance with provisions of the laws, administrative regulations and the regulations of the financial department of the State

Council. The company's financial and accounting reports shall be made available for shareholders' inspection at the company 20 days before the convening of an annual general meeting. A joint stock limited company that makes public stock offerings shall publish its financial and accounting reports.

When distributing profits after taxation of the year, the company shall set aside 10% of its profits for the company's statutory common reserve fund until the fund has reached 50% or more of the company's registered capital. When the company's statutory common reserve fund is not sufficient to make up for the company's losses for the previous years, the profits of the current year shall first be used to cover the losses before any allocation is set aside for the statutory common reserve fund pursuant to the preceding provision. After making allocations to the statutory common reserve fund from its profits after taxation, the Company may, upon passing a resolution at a shareholders' meeting or shareholders' general meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the company covers its losses and makes allocations to its discretionary common reserve fund, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the articles of association.

Profits distributed to shareholders by a shareholders' general meeting or the board of directors before losses are covered and allocations are made to the statutory common reserve fund in violation of the preceding requirements must be returned to the company. The company shall not distribute any profits in respect of the shares held by it.

The Company's reserve fund shall be applied to make up losses of the company, expand its business operations or be converted to increase the registered capital of the company. When utilizing reserve funds to make up for a company's losses, the discretionary reserve fund and statutory reserve fund should be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with regulations. Upon the conversion of statutory common reserve fund into increasing the registered capital, the balance of the statutory common reserve fund shall not be less than 25% of the registered capital of the company before such conversion.

The company shall have no other accounting books except the statutory accounting books. Its assets shall not be deposited in any accounts opened in the name of any individual.

14. Appointment and Dismissal of Accounting Firms

Pursuant to the PRC Company Law, the appointment or dismissal of accounting firms responsible for the auditing of the company shall be determined by the shareholders' meeting, shareholders' general meeting or board of directors in accordance with the provisions of articles of association. The accounting firm should be allowed to make representations when the shareholders' meeting, shareholders' general meeting or board of directors of the company

conducts a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidences, books, financial and accounting reports and other accounting data to the accounting firm it engages, without any refusal, withholding or misrepresentation.

The Guidance for Articles of Association provide that the company guarantees to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the employed accounting firm, and shall not refuse, conceal or falsely report. And the audit fee of the accounting firm shall be decided by the general meeting of shareholders.

15. Distribution of Profits

According to the PRC Company Law, a company shall not distribute profits before losses are covered and the statutory common reserve is drawn.

16. Dissolution and Liquidation

According to the PRC Company Law, a company may dissolve as a result of the following reasons: (1) the expiry of term of its operations set out in the articles of association, or the occurrence of other events of dissolution specified in the articles of association; (2) it is resolved in a shareholders' general meeting that the company shall resolve; (3) the company is dissolved by reason of a merger or division; (4) the business license is suspended or the company is ordered to close down or to be dissolved in accordance with the laws; or (5) the company is dissolved by a people's court in response to the request of shareholders holding shares that represent more than 10% of the voting rights of all of the company's shareholders, on the grounds that the company suffers from significant hardship in its operation and the management that cannot be resolved through other means, and the ongoing existence of the company will bring significant losses to the shareholders.

In the event of (1) or (2) above and in case that no assets have been distributed to shareholders, it may carry on its existence by amending its articles of association or by a resolution of shareholders' meeting. The amendment of the articles of association or by a resolution of shareholders' meeting in accordance with provisions set out above shall require approval of more than two thirds of voting rights of shareholders attending a shareholders' general meeting.

Where the company is dissolved in the circumstances described in items (1), (2), (4), or (5) above, a liquidation group shall be established and the liquidation process shall commence within 15 days after the occurrence of an event of dissolution. The liquidation group shall be composed of directors, unless the company's articles of association provide otherwise or the shareholders' meeting resolves to elect someone else. If the liquidation obligator fails to fulfill its liquidation obligations in a timely manner and causes losses to the company or creditors, it shall be liable for compensation. If a liquidation group is not established within the stipulated period or if the liquidation is not carried out after the establishment of the liquidation group,

the interested parties may apply with the people's court for setting up a liquidation group with designated relevant personnel to conduct the liquidation. The people's court should accept such application and form a liquidation group to conduct liquidation in a timely manner.

The liquidation group shall notify the company's creditors within 10 days after its establishment and issue public notices in newspapers or on the National Enterprise Credit Information Publicity System within 60 days. A creditor shall lodge his claim with the liquidation group within 30 days after receiving notification, or within 45 days of the public notice if he did not receive any notification. A creditor shall state all matters relevant to his creditor rights in making his claim and furnish evidence. The liquidation group shall register such creditor rights. The liquidation group shall not make any debt settlement to creditors during the period of claim.

Upon liquidation of properties and the preparation of the balance sheet and inventory of assets, the liquidation group shall draw up a liquidation plan to be submitted to the shareholders' general meeting or people's court for confirmation.

The company's remaining assets after payment of liquidation expenses, wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed to shareholders according to their shareholding proportion. It shall continue to exist during the liquidation period, although it can only engage in any operating activities that are related to the liquidation. The company's properties shall not be distributed to the shareholders before repayments are made in accordance to the foregoing provisions.

Upon liquidation of the company's properties and the preparation of the balance sheet and inventory of assets, if the liquidation group becomes aware that the company does not have sufficient assets to meet its liabilities, it must apply to the people's court for a declaration for bankruptcy liquidation.

Following the acceptance of application for bankruptcy by the People's Court, the liquidation group shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.

Upon completion of the liquidation, the liquidation group shall submit a liquidation report to the shareholders' general meeting or the people's court for verification and the report shall be submitted to the registration authority of the company in order to cancel the company's registration. When performing the duties in relation to the liquidation, members of the liquidation group shall bear the duties of loyalty and diligence.

If members of the liquidation group are reluctant in performing their liquidation duties and cause losses to the company, they shall be liable for compensation. A member of the liquidation group is liable to indemnify the company and its creditors in respect of any loss arising from his intentional or gross negligence.

17. Overseas Listing

According to the Trial Measures, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and listing overseas.

18. Merger and Division

Companies may merge through merger by absorption or through the establishment of a newly merged entity. If it merges by absorption, the company which is absorbed shall be dissolved. If it merges by forming a new corporation, both companies will be dissolved.

IV. SECURITIES LAWS AND REGULATIONS

In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities-related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions of securities markets, supervising securities companies, regulating public offers of securities by Chinese companies in the mainland China or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking research and analysis. On 29 March 1998, the State Council consolidated the above two departments and reformed the CSRC.

The Provisional Regulations Concerning the Issue and Trading of Shares (《股票發行與交易管理暫行條例》) promulgated by the State Council and effective on 22 April 1993 provide the application and approval procedures for public offerings of shares, trading in shares, the acquisition of listed companies, the deposit, settlement and transfer of listed shares, the disclosure of information with respect to a listed company, investigation and penalties and dispute arbitration.

The Regulations of the State Council Concerning the Domestic Listed Foreign Shares of Joint Stock Limited Companies (《國務院關於股份有限公司境內上市外資股的規定》), which were promulgated by the State Council and came into effect on 25 December 1995, mainly provide for the issue, subscription, trading and payment of dividends of domestic listed foreign shares and disclosure of information of joint stock limited companies with domestic listed foreign shares.

The Securities Law of the People's Republic of China (《中華人民共和國證券法》), or the PRC Securities Law, which was amended by the Standing Committee of the NPC on 28 December 2019 and came into effect on 1 March 2020, provides a series of provisions regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the

State Council's securities regulatory authorities in the PRC, and comprehensively regulates activities in the PRC securities market. The PRC Securities Law provides that a domestic enterprise must comply with the relevant provisions of the State Council in issuing securities directly or indirectly outside the PRC or listing and trading its securities outside the PRC. Currently, the issue and trading of foreign issued shares are mainly governed by the rules and regulations promulgated by the State Council and the CSRC.

V. ARBITRATION AND ENFORCEMENT OF AN ARBITRAL AWARD

Under the Arbitration Law of the People's Republic of China (《中華人民共和國仲裁法》), or the Arbitration Law, amended by the Standing Committee of the NPC on September 1 2017 and effective on January 1 2018, the Arbitration Law is applicable to economic disputes involving foreign parties, and all parties have entered into a written agreement to refer the matter to an arbitration committee constituted in accordance with the Arbitration Law. An arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with relevant regulations under the Arbitration Law and the PRC Civil Procedure Law. Where both parties have agreed to settle disputes by means of arbitration, the people's court will refuse to take legal action brought by a party in the people's court.

Under the Arbitration Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people's court for enforcement according to the PRC Civil Procedure Law. A people's court may refuse to enforce an arbitral award made by an arbitration commission if there is any procedural irregularity (including irregularity in the composition of the arbitration committee or the making of an award on matters beyond the scope of the arbitration agreement or the jurisdiction of the arbitration commission). A party seeking to enforce an arbitral award of foreign arbitration commission against a party who or whose property is not within the PRC shall apply to a foreign court with jurisdiction over the case for recognition and enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the people's court in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC.

According to the Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的安排》) promulgated by the Supreme People's Court on 24 January 2000 and effective on 1 February 2000, and the Supplementary Arrangement of the Supreme People's Court on Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排》) promulgated by the Supreme People's Court on 26 November 2020 and effective on 27 November 2020, awards made by PRC arbitral authorities can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

This Appendix contains a summary of the principal provisions of the Articles of Association ("the Articles of Association"), which will become effective on the date on which the H Shares are [**REDACTED**] on the Hong Kong Stock Exchange. The main purpose of this Appendix is to provide potential [**REDACTED**] with an overview of the Articles of Association and it may not necessarily contain all information that is important to potential [**REDACTED**].

GENERAL PROVISIONS

The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other relevant regulations.

Shareholders shall be liable for the Company to the extent of the shares subscribed for by them. The Company shall be liable for its debts with all of its assets.

From the date of its effectiveness, the Articles of Association shall become a legally binding document that governs the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders, and among shareholders. They shall be legally binding on the Company, its shareholders, directors, and senior management members. In accordance with the Articles of Association, shareholders may sue shareholders, shareholders may sue the Company's directors and senior management members, and shareholders may sue the Company. The Company may also sue shareholders, directors, and senior management members.

BUSINESS OBJECTIVE AND SCOPE

Business objective of the Company: being committed to the R&D and commercial application of innovative drugs, and continually striving for excellence to benefit human health.

Upon registration according to law, the Company's business scope includes: "R&D and wholesale of chemical drug preparations, active pharmaceutical ingredients of chemical drugs, and biological drugs; technology development, technology transfer, and technical services; self-operated and agency import and export business of various goods and technologies (excluding goods and technologies whose import or export is banned or restricted by the State); economic and business consulting (excluding investment consulting.). (For items requiring approval in accordance with the law, business activities may be carried out only after approval by relevant departments) Licensed items: drug production; drug wholesale; drug retail. (For items requiring approval in accordance with the law, business activities may be carried out only after approval by relevant departments. Specific business activities shall comply with the approval documents or permits issued by relevant departments.)"

SHARES

Issuance of Shares

The issuance of the Company's shares follows the principles of openness, fairness, and justice. Each share of the same class shall have equal rights.

Shares issued at the same time and within the same class shall be issued on the same conditions and at the same price. Any subscriber shall pay the same price for each of the shares it or he/she subscribes for.

Increase, Decrease and Repurchase of Shares

The Company may, upon resolutions by shareholders' meetings, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the laws and regulations:

(I) offering of shares to non-specific objects;

(II) offering of shares to specific objects;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of funds in the capital reserve to share capital;

(V) other methods stipulated by the laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed.

The Company may reduce its registered capital. The reduction of registered capital by the Company shall follow the procedures set forth in the Company Law and other relevant regulations and the Articles of Association.

The Company shall not purchase its own shares, except in any of the following circumstances:

(I) reducing the registered capital of the Company;

(II) merging with another company holding shares in the Company;

(III) using shares for the employee stock ownership plan or equity incentives;

(IV) acquiring the shares of shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company and request the Company to acquire their shares;

(V) using shares for converting corporate bonds issued by the Company that can be converted to shares;

(VI) acquiring shares in a manner as necessary for maintenance of the Company's value and shareholders' rights and interests;

(VII) other circumstances as permitted by the laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed.

The Company may acquire its own shares through public centralized trading provided that it complies with the securities regulatory rules of the place where the Company's shares are listed, or other ways approved by the laws, regulations, or the securities authorities of the place where the Company's shares are listed.

The acquisition of its own shares by the Company under the circumstances set out in Items (III), (V) or (VI) above shall be conducted through public centralized trading.

Acquisition of its own shares by the Company under the circumstances specified in Items (I) or (II) above shall be subject to a resolution adopted by the shareholders' meeting; acquisition of its own shares by the Company under the circumstances specified in Items (III), (V) or (VI) above shall be subject to a resolution adopted at a Board meeting attended by more than two-thirds of the directors in accordance with the Articles of Association.

After the Company has acquired its own shares in accordance with the first paragraph, the shares acquired under the circumstance stipulated in Item (I) shall be deregistered within 10 days from the date of acquisition; the shares shall be assigned or deregistered within six months if the acquisition of shares is made under the circumstances stipulated in either Item (II) or Item (IV); and the shares of the Company held in total by the Company after the acquisition of shares under the circumstances stipulated in Item (III), Item (V) or Item (VI) shall not exceed 10% of the Company's total shares in issue, and shall be assigned or deregistered within three years.

Transfer of Shares

Shares of the Company may be transferred according to the laws. All transfers of H shares shall be effected by a written instrument of transfer in the usual or ordinary form or in any other form acceptable to the Board of Directors (including the standard transfer form or instrument of transfer prescribed by the Hong Kong Stock Exchange from time to time). Such instrument of transfer may be executed only under hand or, in the case of a transferor or transferee being a company, under its valid corporate seal. If the transferor or transferee is a recognized clearing house or its nominee as defined under the relevant ordinances in force in Hong Kong from time to time, the instrument of transfer may be executed under hand or by mechanical means. All instruments of transfer shall be kept at the legal address of the Company or at such other place as the Board of Directors may from time to time determine.

The Company does not accept its own shares as collateral for a pledge.

Shares of the Company issued prior to the public issuance of shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange.

The Directors and senior management members of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total shares of the same class held by them in the Company per annum during their terms of office determined at their assumption of duty; the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. Where directors and senior management members of the Company resign before the expiration of their term of office, they shall continue to comply with the relevant requirements for the percentage of shareholding reduction stipulated in laws and regulations including the Company Law and the securities regulatory rules of the place where the Company's shares are listed, within the term of office specified upon their appointment and the six months following the expiration of such term.

If the directors, senior management members or the shareholders holding more than 5% of the Company's shares sell the Company's shares or other equity securities held by them within six months after buying the same or buy the Company's shares or other equity securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and shall be forfeited by the Board of the Company. However, this provision does not apply to securities companies, Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited that hold more than 5% of the Company's shares due to the purchase of remaining shares after underwriting, and other circumstances stipulated by the CSRC or the securities regulatory authorities of the place where the Company's shares are listed.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

General Provisions of Shareholders

The Company shall set up a register of members based on the certificates provided by the securities registration and clearing institution. The register of members shall be sufficient evidence proving the holding of the shares in the Company by a shareholder. The original copy of the register of members for H shareholders shall be kept in Hong Kong for inspection by shareholders. The Company may suspend the registration of shareholders in accordance with applicable laws, regulations and securities regulatory rules of the place where the Company's shares are listed. If any shareholder whose name is entered in the register of members or any person who requests to have his/her name entered into the register of members has lost his/her share certificate, he/she may apply to the Company for a new share certificate in replacement of the lost share certificate. If any holder of H shares has lost his/her share certificate and

applies for the issue of a new share certificate, he/she may act in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the original copy of the register of members for H shareholders is kept. Shareholders shall enjoy rights and undertake obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and undertake the same obligations.

When the Company convenes a shareholders' meeting, distributes dividends, undergoes liquidation, or engages in any other activities that require the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine the record date. Shareholders registered in the register of members at the close of business on the record date are entitled to the relevant rights.

The shareholders of the Company shall have the following rights:

(I) to obtain dividends and other forms of profit distribution in proportion to the number of shares held by them;

(II) to request, convene, chair, attend or appoint a proxy to attend a shareholders' meeting according to laws, and to exercise corresponding voting rights;

(III) to supervise the Company's business operations, propose recommendations or raise inquiries;

(IV) to transfer, bestow or pledge their shares in the Company in accordance with the laws, administrative regulations and the Articles of Association;

(V) to inspect and copy the Articles of Association, register of members, minutes of shareholders' meetings, resolutions of Board meetings, and financial and accounting reports, while the eligible shareholders may inspect the Company's accounting books and vouchers;

(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held by them;

(VII) to require the Company to repurchase their shares in the event of objection to resolutions of the shareholders' meetings concerning merger or division of the Company, provided that the procedural requirements for the Company's repurchase of shares as stipulated in the Articles of Association and relevant laws and regulations are met;

(VIII) to enjoy other rights stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

When shareholders request to inspect or copy the relevant materials of the Company, they shall comply with the provisions of laws and administrative regulations such as the Company Law, the Securities Law, and the Hong Kong Listing Rules. If a shareholder requests to inspect the information referred to in the preceding article or to obtain materials, he/she shall provide the Company with a written document proving the class and number of shares held in the Company. After verifying the shareholder's identity, the Company shall provide the requested information in accordance with the shareholder's requirements.

If any resolution of the shareholders' meeting or the Board of the Company runs against the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.

If the convening procedure or voting method of the shareholders' meetings or Board meetings violates the laws, administrative regulations or the Articles of Association, or the content of a resolution runs counter to the Articles of Association, the shareholders shall have the right to request the people's court to rescind such resolution within 60 days after adoption of the resolution, unless there is only a slight defect in the convening procedure or voting method of shareholders' meetings or Board meetings, which has no substantive impact on the resolution.

In the event of a dispute regarding the validity of the resolution of a shareholders' meeting among the Board of Directors, shareholders and other relevant parties, legal action shall be promptly initiated with the people's court. Until the people's court issues a judgment or ruling, such as rescinding the resolution, the parties involved shall implement the resolution of the shareholders' meeting. The Company, its directors, and senior management members shall diligently discharge their duties to ensure the normal operation of the Company.

Where the people's court makes a judgment or ruling on the relevant matters, the Company shall, in accordance with the laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, perform its information disclosure obligations, fully explain the impact, and actively cooperate in the execution of the judgment or ruling after it becomes effective. If the correction of previous matters is involved, the Company shall deal with it in a timely manner and fulfill the corresponding information disclosure obligations.

Under any of the following circumstances, a resolution of the shareholders' meeting or the Board of Directors of the Company shall not be formed:

(I) a resolution is adopted without holding a shareholders' meeting or a meeting of the Board of Directors;

(II) the matters to be resolved are not voted on at a shareholders' meeting or a meeting of the Board of Directors;

(III) the number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association;

(IV) the number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association.

When directors or senior management members, excluding members of the Audit Committee, violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, shareholders who individually or jointly hold 1% or more of the Company's shares for more than 180 days consecutively shall have the right to submit a written request to the Audit Committee to initiate legal proceedings to the people's court. When members of the Audit Committee violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, the aforementioned shareholders may submit a written request to the Board of Directors to initiate legal proceedings to the people's court.

If the Audit Committee or the Board of Directors refuses to initiate legal proceedings after receiving the written request from the shareholders as stipulated in the preceding paragraph, fails to initiate legal proceedings within 30 days from the date of receiving such request, or if the situation is urgent and failure to initiate legal proceedings immediately would cause irreparable harm to the interests of the Company, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings to the people's court in their own name for the benefit of the Company.

If others infringe upon the legitimate rights and interests of the Company, causing losses to the Company, the shareholders specified in the first paragraph of this article may initiate legal proceedings to the people's court in accordance with the provisions of the preceding two paragraphs.

Where the directors, supervisors, or senior management members of a wholly-owned subsidiary of the Company violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association while performing their duties, causing losses to the Company, or where others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company, resulting in losses, shareholders who individually or collectively hold 1% or more of the Company's shares for more than 180 days consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, submit a written request to the board of supervisors or the board of directors of the wholly-owned subsidiary to initiate legal proceedings to the people's court, or directly initiate legal proceedings to the people's court in their own name.

If directors or senior management members violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, thereby harming the interests of shareholders, the shareholders may initiate legal proceedings against the people's court.

The shareholders of the Company shall undertake the following obligations:

(I) to abide by laws, administrative regulations and the Articles of Association;

(II) to pay subscription funds as per the shares subscribed for and the method of subscription;

(III) not to make divestment unless in the circumstances stipulated by laws and regulations;

(IV) not to abuse shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to damage the interests of the Company's creditors;

(V) to assume other obligations as provided by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law. Any shareholder of the Company who abuses the Company's independent legal person status and shareholders' limited liability to evade debts and seriously damage the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

General Provisions on Shareholders' Meetings

The shareholders' meeting of the Company shall comprise all the shareholders. The shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers pursuant to the law:

(I) to elect and replace directors who are not employee representatives, and decide on matters related to directors' remuneration;

(II) to consider and approve the reports of the Board of Directors;

(III) to consider and approve the profit distribution plans and loss recovery plans of the Company;

(IV) to resolve on increase or decrease of the registered capital of the Company;

(V) to resolve on issuance of bonds of the Company;

(VI) to resolve on the merger, division, dissolution, liquidation or change in corporate form of the Company;

(VII) to amend the Articles of Association;

(VIII) to resolve on the engagement and dismissal of accounting firms responsible for audit matters of the Company;

(IX) to consider and approve matters relating to the guarantees stipulated in the Articles of Association;

(X) to consider matters regarding the Company's purchase or sale of material assets within one year in excess of 30% of the latest audited total assets of the Company;

(XI) to consider the matters relating to transactions specified in the Articles of Association;

(XII) to consider and approve the matters concerning related party transactions specified in the Articles of Association;

(XIII) to consider and approve matters relating to the changes in the use of proceeds;

(XIV) to consider and approve equity incentive scheme and employee stock ownership plan;

(XV) to consider and approve transactions between the Company and related parties which should be submitted to the shareholders' meeting for approval as stipulated by laws, administrative regulations and provisions of the securities regulatory authorities of the place where the Company's shares are listed;

(XVI) to consider other matters which should be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.

Unless otherwise provided by laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the aforesaid functions and powers of the shareholders' meeting shall not be exercised by the Board of Directors or other institutions and individuals by means of authorization.

Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be convened once a year within six months from the end of the previous fiscal year.

The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances:

(I) the number of directors falls short of the quorum stipulated in the Company Law or is less than two thirds of the number specified in the Articles of Association;

(II) the unrecovered losses of the Company amount to one third of the total amount of its share capital;

(III) it is required by shareholders individually or jointly holding 10% or more of the Company's shares;

(IV) the Board deems it necessary to convene the meeting;

(V) the Audit Committee proposes to convene the meeting;

(VI) there arise other circumstances as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The number of shares held by shareholders as described in item (III) above shall be calculated as per the shares of the Company held by such shareholders on the day of making the request.

The venue of shareholders' meetings of the Company shall be the domicile of the Company or any other specific location designated by the Board of Directors in the notice of meeting.

A meeting venue shall be set for the shareholders' meeting which shall be held in the form of an on-site meeting. In addition to holding shareholders' meetings at a physical venue, the Company may also convene meetings concurrently by means of electronic communication. The Company shall, where applicable and circumstances permit, facilitate shareholders' participation in shareholders' meetings through various means and channels, including the provision of online voting and other methods, in accordance with the law, administrative regulations, the regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules or the provisions of the Articles of Association.

Convening of Shareholders' Meetings

The Board shall convene shareholders' meetings in a timely manner within the periods specified.

With the approval of a simple majority of all independent directors, the independent directors shall be entitled to propose the convening of an extraordinary shareholders' meeting to the Board of Directors. Regarding the proposal of the independent directors to convene an extraordinary shareholders' meeting, the Board shall, pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution is made. If the Board of Directors does not agree to hold the extraordinary shareholders' meeting, it shall give the reasons and publish an announcement in respect thereof.

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and such proposal shall be submitted to the Board of Directors in writing. The Board shall, pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the proposal.

Where the Board agrees to convene an extraordinary shareholders' meeting, a notice on the convening of the shareholders' meeting shall be issued within five days after the resolution is passed by the Board, and the changes to the original proposal set forth in the notice shall be approved by the Audit Committee.

Where the Board does not agree to convene an extraordinary shareholders' meeting, or fails to reply within 10 days upon receipt of the proposal, the Board shall be deemed as not being able to perform or failing to perform its duty to convene the shareholders' meeting, and the Audit Committee may convene and preside over such meeting on its own.

Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board to convene an extraordinary shareholders' meeting, and such request shall be made to the Board in writing. The Board shall, pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the request.

Where the Board agrees to convene an extraordinary shareholders' meeting, a notice on the convening of the shareholders' meeting shall be issued within five days after the resolution is passed by the Board, and the changes to the original request set forth in the notice shall be approved by the shareholders proposing to convene such meeting.

Where the Board does not agree to convene an extraordinary shareholders' meeting, or fails to reply within 10 days upon receipt of the request, proposing shareholders shall have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and such request shall be made to the Audit Committee in writing.

Where the Audit Committee agrees to convene an extraordinary shareholders' meeting, a notice on convening the shareholders' meeting shall be issued within five days upon receipt of the request, and the changes to the original request set forth in the notice shall be subject to approval by the proposing shareholders.

If the Audit Committee fails to serve a notice on convening of the shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting, and the shareholders severally or jointly holding 10% or more of the Company's shares for 90 days consecutively may convene and preside over the meeting by themselves.

If the Audit Committee or shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board of Directors in writing and file the same with the stock exchange.

The Audit Committee or the convening shareholders shall submit the relevant supporting materials to the stock exchange when issuing a notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.

The shares held by the convening shareholders prior to the announcement of the resolution of the shareholders' meeting shall not be below 10% of the shares of the Company.

With regard to the shareholders' meeting convened by the Audit Committee or the shareholders itself/themselves, the Board of Directors and its secretary shall offer cooperation, and the Board shall provide a register of members as of the date of record.

For the shareholders' meetings convened by the Audit Committee or shareholders on their own, the Company shall bear the necessary expenses for the meetings.

Proposals and Notices of Shareholders' Meetings

The content of proposals of the shareholders' meeting shall fall within the functions and powers of the shareholders' meeting, have clear topics for discussion and specific matters to be resolved and comply with relevant provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Company convenes a shareholders' meeting, the Board, the Audit Committee, and shareholders individually or jointly holding 1% or more shares of the Company shall have the right to make proposals to the Company.

Shareholders severally or jointly holding 1% or more shares of the Company may raise temporary proposals and submit them to the convener in writing 10 days before the shareholders' meeting is held. The convener shall, within two days after receipt of the temporary proposals, issue a supplementary notice of shareholders' meeting announcing the content of such proposals, and submit such proposals to the shareholders' meeting for deliberation. If the shareholders' meeting is required to be postponed due to the issuance of a supplementary notice of such meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed in accordance with such securities regulatory rules, unless the temporary proposals are in violation of any laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association or fall outside the scope of functions and powers of the shareholders' meeting.

Save as specified in the preceding paragraph, the convener, after issuing the notice of the shareholders' meeting, shall neither revise the proposals stated in the notice of shareholders' meetings nor add new proposals.

The shareholders' meeting shall not vote or resolve on any proposals which are not stated in a notice of the shareholders' meeting or are not in compliance with the Articles of Association.

The convener shall notify shareholders of the annual shareholders' meeting in writing (including by announcement) 21 days prior to the meeting. For an extraordinary shareholders' meeting, shareholders shall be notified in writing (including by announcement) 15 days prior to the meeting.

In calculating the aforesaid "21-day" and "15-day" periods, the date of issue of notice of the meeting and the date of the meeting shall be excluded. If the laws, administrative regulations, the listing rules and the securities regulatory authorities of the place where the Company's shares are listed have special provisions, such provisions shall apply.

The notice of a shareholders' meeting shall specify:

(I) time, venue and duration of the meeting;

(II) matters and proposals submitted for consideration at the meeting;

(III) a clear statement that all ordinary shareholders are entitled to attend the shareholders' meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;

(IV) the date of registration of equity entitlements for shareholders having the right to attend the shareholders' meeting;

(V) the name and telephone number of the contact person for the meeting;

(VI) the timing and procedures for voting by Internet or other means.

Notices or supplementary notices of shareholders' meetings shall adequately and completely disclose the specific contents of all proposals.

The time to start voting via internet or by other mean at the shareholders' meeting shall not be earlier than 3:00 p.m. on the day before the physical shareholders' meeting is held or later than 9:30 a.m. on the day the physical shareholders' meeting is held, and its end time shall not be earlier than 3:00 p.m. on the day the physical shareholders' meeting ends.

The interval between the date of record and the date of the meeting shall not be more than seven working days. The date of record shall not be changed once confirmed.

Where the elections of directors are proposed to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall sufficiently disclose the particulars of the candidates for directors, and shall include at least the following content:

(I) personal particulars, including educational background, work experience, and part-time jobs;

(II) whether there is any related party relation with the Company or its controlling shareholders and actual controllers;

(III) the number of shares of the Company held;

(IV) whether he/she has been punished by the CSRC or any other relevant authority or reprimanded by the stock exchange;

(V) whether he/she meets the qualification requirements stipulated by the securities regulatory rules of the place where the Company's shares are listed.

Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

After the notice of the shareholders' meeting is issued, such meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefor at least two working days before the original date of the shareholders' meeting.

Holding of Shareholders' Meetings

All the ordinary shareholders recorded in the register of members on the date of record or their proxies shall be entitled to attend the shareholders' meetings and exercise their voting rights according to relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association (unless individual shareholders are required to abstain from voting on specific matters according to the securities regulatory rules of the place where the Company's shares are listed).

Shareholders may attend shareholders' meetings in person or appoint one or more persons as proxies to attend and vote at the meeting on their behalf. Such proxy need not be a shareholder of the Company.

The shareholders' meetings shall be presided over by the chairman of the Board of Directors. Where the chairman cannot or does not fulfill the duty thereof, a simple majority of the directors may jointly elect a director to preside over the meeting.

A shareholders' meeting convened by the Audit Committee itself shall be presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform or fails to perform his/her duties, one member of the Audit Committee jointly recommended by a simple majority of the members of the Audit Committee shall preside over the meeting.

A shareholders' meeting convened by the shareholders themselves shall be presided over by the convener or a representative recommended by the convener.

When a shareholders' meeting is held and the presider violates the rules of procedure, which makes it difficult for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the presider to carry on with the meeting, subject to the approval of a simple majority of the attending shareholders with voting rights.

The Company shall formulate rules of procedure for shareholders' meetings which shall specify in detail the convening, holding and voting procedures of shareholders' meetings, covering notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, meeting minutes and their

signing, announcements and other contents, and the principles of authorization to the Board of Directors at the shareholders' meeting. The authorization shall be clear and specific. The rules of procedure for shareholders' meetings shall be annexed to the Articles of Association, and shall be prepared by the Board of Directors and approved by the shareholders' meeting.

Resolutions and Voting at Shareholders' Meetings

Resolutions of the shareholders' meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' meeting shall be passed by votes representing more than half of the voting rights held by shareholders attending the shareholders' meeting.

Special resolutions of the shareholders' meeting shall be passed by votes representing more than two thirds of the voting rights held by shareholders attending the shareholders' meeting.

The following matters shall be passed through ordinary resolutions at the shareholders' meeting:

(I) work reports of the Board of Directors;

(II) profit distribution plans and loss recovery plans formulated by the Board;

(III) the appointment or removal of members of the Board of Directors and their remuneration and payment methods;

(IV) matters other than those which shall be passed by special resolutions as specified by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The following matters shall be passed through special resolutions at the shareholders' meeting:

(I) increase or decrease of the registered capital of the Company;

(II) division, spin-off, merger, dissolution and liquidation of the Company;

(III) amendment to the Articles of Association;

(IV) the purchase or disposal of material assets or provision of guarantee by the Company within a year with aggregate value exceeding 30% of the latest audited total assets of the Company;

(V) equity incentive schemes;

(VI) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters which are determined by the shareholders' meeting via ordinary resolution to have a material impact on the Company and therefore require approval by special resolution.

Shareholders shall exercise their voting rights according to the number of voting shares they represent, with each share carrying one vote, except for class shareholders. In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes as affirmative, negative or abstention votes.

Where any major matter that has an impact on the interests of minority investors is considered at a shareholders' meeting, the votes cast by minority investors shall be counted separately. The separate counting results shall be disclosed responsively and publicly.

Shares of the Company held by the Company shall carry no voting rights, and shall be excluded from the total number of voting shares at a shareholders' meeting. Where any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution according to applicable laws and regulations and the Hong Kong Listing Rules, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted into the total number of voting shares.

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' meeting.

The Board of Directors, independent directors, shareholders holding more than 1% of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, may publicly solicit shareholder voting rights. When soliciting shareholder voting rights, the solicitor shall fully disclose specific voting intentions and other relevant information to the solicited parties. It is prohibited to solicit voting rights from shareholders by way of consideration or through disguised compensation. Save for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.

When the shareholders' meeting considers related party transactions, the related shareholders shall not participate in voting, and the number of voting shares represented by them shall not be included in the total number of valid votes. Such related party transactions shall be voted on by the non-related shareholders present at the meeting, and shall be considered passed if they receive approval from more than half of the valid voting rights. If the transaction falls within the scope of special resolutions, it shall be valid only if it is approved by more than two thirds of the voting rights held by the non-related shareholders present at the shareholders' meeting. The announcement of the resolution of the shareholders' meeting shall fully disclose the votes of the non-related shareholders.

The list of candidates for directors shall be submitted for voting at the shareholders' meetings by way of proposal.

The Company may adopt a cumulative voting system for the election of directors. The election of independent directors and non-independent directors shall be conducted separately.

A shareholder attending any shareholders' meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting. The securities registration and clearing organization shall be the nominal holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where a declaration is made in accordance with the actual holder's intent.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".

Resolutions of the shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal, the resolutions passed, and the detailed content required to be announced in accordance with the provisions of the Hong Kong Listing Rules.

If a proposal is not adopted or if the current shareholders' meeting amends a resolution of a previous shareholders' meeting, a special notice shall be included in the announcement of the shareholders' meeting resolution.

When the shareholders' meeting passes a proposal regarding the election of directors, the term of office for the newly elected directors shall commence on the date on which the resolution is adopted.

If the shareholders' meeting passes a proposal concerning cash dividends, bonus share issues, or capital reserve conversion into share capital, the Company shall implement the specific plan within two months after the conclusion of the shareholders' meeting. If the specific plan cannot be carried out within two months due to legal and regulatory requirements or the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly based on such provisions and the actual circumstances.

Cumulative Voting System

Cumulative voting refers to a system used in the election of directors at a shareholders' meeting, where each share carries the same number of voting rights as the number of directors to be elected, and the shareholders' voting rights may be used in a concentrated manner. The number of votes each shareholder holds is equal to the number of shares they own multiplied by the number of directors they are entitled to elect. Each shareholder may cast all of their votes for a single candidate or distribute them among all the director candidates they are entitled to elect. Candidates who receive the highest number of votes shall be elected.

Before voting on director candidates at the shareholders' meeting, the meeting presider shall clearly inform the attending shareholders that cumulative voting will be applied for the election of directors.

BOARD OF DIRECTORS

Director(s)

Directors of the Company include executive directors, non-executive directors, and independent directors. A non-executive director refers to a director who does not hold management positions within the Company. The term "independent director" has the same meaning as "independent non-executive director" under the Hong Kong Listing Rules. Directors of the Company are natural persons.

Directors are elected or replaced by the shareholders' meeting and may be removed by an ordinary resolution of the shareholders' meeting before the expiration of their term. However, such removal shall not affect the director's right to claim damages under any contract. The term of office for directors is three years. Upon the expiration of a director's term, they may be re-elected for consecutive terms in accordance with the securities regulatory rules of the place where the Company's shares are listed.

The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board of Directors. If the term of office of a director expires but reelection is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, department rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until a new director is elected.

A director appointed by the Board of Directors to fill a temporary vacancy on the Board or to increase the size of the Board shall hold office for a term commencing on the date of assumption of office and ending at the shareholders' meeting at which a successor director is elected following such appointment (provided that such term shall in no event extend beyond the first annual shareholders' meeting after such appointment), and shall be eligible for re-election at such meeting. If the relevant securities regulatory rules of the place where the Company's shares are listed impose specific provisions regarding the re-election of directors, such provisions shall prevail.

Directors may concurrently serve as senior management members. However, the total number of directors who concurrently hold senior management positions, together with directors who are employee representatives, shall not exceed one-half of the total number of directors of the Company.

Directors shall observe laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, act in good faith towards the Company, take measures to avoid conflicts between personal interests and the interests of the Company, and refrain from exploiting his/her position for improper gain.

Directors shall fulfill the following obligations of loyalty to the Company:

(I) not to expropriate the property or embezzle monies of the Company;

(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's monies;

(III) not to abuse their official powers to offer bribes or accept other unlawful income;

(IV) not to conclude any contract or conduct any transaction directly or indirectly with the Company, unless he/she has reported it to the Board of Directors or the shareholders' meeting and the contract or transaction has been approved by a resolution of the Board of Directors or the shareholders' meeting in accordance with the Articles of Association;

(V) not to take advantage of his/her position to secure, for himself/herself or for any other person, any business opportunity that rightfully belongs to the Company, unless: the matter has been reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or the Company is unable to exploit the opportunity under applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(VI) not to operate, either on their own account or for others, businesses of the same kind as those of the Company where they serve, unless the matter has been reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting;

(VII) not to take as their own any commission for any transaction between the Company and others;

(VIII) not to disclose any secret of the Company without permission;

(IX) not to use their related party relations to damage the interests of the Company;

(X) to fulfill other duties of loyalty specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any income obtained by a director in violation of this article shall be surrendered to the Company; if losses are caused to the Company, the director shall be liable for compensation.

The provisions of item (IV) of paragraph 2 of this article shall apply when a close relative of a director or senior management member, an enterprise directly or indirectly controlled by a director, senior management member or their close relatives, or an affiliated person having other affiliated relationships with a director or senior management member enters into a contract or conducts a transaction with the Company.

Directors shall comply with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. They owe a duty of diligence to the Company and shall exercise reasonable care, as typically expected of a manager, in performing their duties to act in the best interests of the Company.

Directors shall fulfill the following obligations of diligence to the Company:

(I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with State laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and economic policies, and do not go beyond the business scope specified in the business license of the Company;

(II) to treat all shareholders impartially;

(III) to keep informed of the business operations and management of the Company;

(IV) to sign written confirmations of the regular reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;

(V) to honestly provide the Audit Committee with relevant information and materials, and not to prevent the Audit Committee from exercising its functions and powers;

(VI) to fulfill other duties of diligence specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If any director fails to attend Board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his/her duties, and the Board of Directors shall suggest that the shareholders' meeting dismiss the said director.

A director may resign before the expiration of his/her term. The resignation of a director shall be submitted to the Board of Directors in the form of a written resignation report. The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose the relevant information within two trading days. If the resignation of a director causes the number of members of the Company's Board of Directors to fall below the statutory minimum, or if the resignation of an independent director results in the proportion of independent directors in the Company's Board of Directors or its special committees failing to comply with laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or if there is no independent director with accounting or financial expertise, the resigning director shall continue to perform the duties of a director in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association until the newly elected directors assume office.

The Company establishes a director resignation management system that specifies safeguard measures for pursuing liability and compensation regarding unfulfilled public commitments and other outstanding matters. Upon the effective date of a director's resignation or the expiration of his/her term, the director shall complete all handover procedures with the Board of Directors. The fiduciary duty owed to the Company and its shareholders does not automatically terminate upon the end of the term; rather, it shall remain valid for twelve months following the conclusion of the term. The liability of a director for actions performed in the execution of his/her duties during the term of office shall not be exempted or terminated upon his/her departure.

The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is adopted. If a director is removed prior to the expiration of his/her term without just cause, the director may require the Company to provide compensation.

Save as specified in the Articles of Association or legally authorized by the Board, no director shall act on behalf of the Company or the Board in his/her personal name. If a director acts in his/her own name but a third party may reasonably think the said director is acting on behalf of the Company or the Board, the said director shall make a prior statement of his/her standpoint and capacity.

When a director, in the performance of his/her duties for the Company, causes damage to any other party, the Company shall bear the liability for compensation. If the director is found to have acted with intent or gross negligence, he/she shall also be liable for compensation.

If any director violates the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, the said director shall be liable for compensation.

BOARD OF DIRECTORS

The Company shall have a Board of Directors consisting of 8 directors, including 1 chairman, 1 employee director, and 4 independent directors. The chairman shall be the director representing the Company in executing corporate affairs and shall be elected by a majority vote of all the directors of the Board of Directors.

The Board of Directors shall exercise the following functions and powers:

(I) to convene shareholders' meetings and report its work to the shareholders' meeting;

(II) to implement the resolutions passed at the shareholders' meeting;

(III) to decide on the Company's business plans and investment plans;

(IV) to formulate the profit distribution plan and loss makeup plan of the Company;

(V) to formulate the proposals for increase or decrease of the Company's registered capital, and proposals for issuance of bonds or other securities and listing plans;

(VI) to formulate proposals for material acquisitions, purchase of shares of the Company, merger, division, dissolution or change in corporate form;

(VII) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc. of the Company within the authority granted by the shareholders' meeting;

(VIII) to resolve on the Company's internal management setup;

(IX) to appoint or dismiss the Company's general manager, Board secretary or other senior management members and determine their remunerations, rewards and punishments, and, based on nomination by the general manager, to appoint or dismiss the Company's deputy general manager, chief financial officer and other senior management members and determine their remunerations, rewards and punishments;

(X) to set up the basic management system of the Company;

(XI) to formulate the proposals for any amendment to the Articles of Association;

(XII) to manage information disclosure of the Company;

(XIII) to propose to the shareholders' meeting to appoint or replace the accounting firm which audits the Company's accounts;

(XIV) to hear the work report and inspect the work of the Company's general manager;

(XV) to decide on matters concerning the provision of financial assistance by the Company as stipulated in the Articles of Association;

(XVI) to decide on the repurchase of the Company's own shares under the circumstances specified in the Articles of Association;

(XVII) to perform other functions and powers specified by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The chairman shall exercise the following powers and functions:

(I) to preside over shareholders' meetings and convene and preside over Board meetings;

(II) to supervise and inspect the implementation of resolutions passed by the Board;

(III) to exercise other functions and powers conferred by the Board.

The matters mentioned above exclude those that, according to the Company Law and other relevant laws and regulations as well as the securities regulatory rules of the place where the Company's shares are listed, must be reviewed and approved by the Board of Directors or the shareholders' meeting.

If the chairman is unable or fails to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties.

The Board of Directors shall meet at least four times each year, typically once per quarter. Meetings shall be convened by the chairman, and written notice shall be given to all directors at least 14 days prior to the scheduled meeting.

Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, a majority of the independent directors, or the Audit Committee may propose the convening of an interim meeting of the Board of Directors. The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.

Notice for convening an interim meeting of the Board of Directors shall be given in writing at least five days in advance. However, in cases where participating directors raise no objection or the matter is urgent, the above notice period may be waived, and the meeting may be convened at any time with appropriate notice.

A Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors.

Resolutions of the Board shall be voted on as per "one person, one vote" system.

If any director has a connection with the enterprise or an individual involved in the resolution made at a Board meeting, the said director shall timely provide a written report to the Board of Directors. The connected director shall not vote on such resolution, nor shall he/she act as a proxy for other directors to vote. A Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the meetings is less than three, the issue shall be submitted to the shareholders' meeting for deliberation. If any laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed impose additional restrictions on the participation of directors in Board meetings or on voting, such provisions shall prevail.

Voting at Board meetings may be conducted by open ballot or by a show of hands. Interim Board meetings may be held and resolutions may be adopted through electronic communication methods such as telephone, video conference, fax, email, or online platforms, provided that directors are ensured a full opportunity to express their opinions, and the participating directors shall sign the resolutions.

Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he/she may issue a written power of attorney to authorize another director to attend on behalf thereof, which power of attorney shall specify the name of the proxy, the matters to be handled in proxy, scope of authorization and validity period, and shall bear the signature or seal of the principal.

The director attending the meeting on behalf of another director shall exercise the rights of a director within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to act on his/her behalf, the said director shall be deemed as having waived his/her right to vote at the meeting.

The Board shall prepare minutes for the decisions made on matters discussed at the meeting, which shall be signed by the attending directors.

The minutes of Board meetings shall be kept as archives of the Company for at least 10 years.

The directors shall be responsible for the resolutions passed at Board meetings. Where a resolution of the Board is in violation of any laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, or resolutions of the shareholders' meeting and thereby causes any serious loss to the Company, the directors who adopt the resolution shall be liable for compensation. However, if a director has been proved as having expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he/she may be exempt from liability.

Independent Directors

Independent directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, diligently perform their duties, play a role in participating in decision-making, exercising oversight and checks and balances, and providing professional advice within the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders. The Company shall have independent directors, with the number of independent directors being no less than three and constituting at least one-third of the Board of Directors. Independent directors must meet the independence requirements stipulated by the securities regulatory rules of the place where the Company's shares are listed.

As members of the Board of Directors, independent directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following duties:

(I) participate in Board decision-making and express clear opinions on matters under discussion;

(II) supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or senior management members, and protect the legitimate rights and interests of minority shareholders;

(III) provide professional and objective advice on the Company's business development to enhance the quality of Board decision-making;

(IV) perform other duties as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Independent directors shall exercise the following special powers and functions:

(I) independently engage intermediary institutions to conduct audits, consultations, or verification regarding specific matters of the Company;

(II) propose to the Board of Directors the convening of an extraordinary shareholders' meeting;

(III) propose the convening of a Board meeting;

(IV) solicit shareholders' rights from shareholders openly and in accordance with the law;

(V) express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(VI) exercise other powers and functions as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If an independent director exercises the powers and functions listed in items (I) to (III) of the preceding paragraph, such exercise shall be approved by a majority of all independent directors.

When an independent director exercises the powers and functions specified in the first paragraph, the Company shall disclose the matter in a timely manner. If the above-mentioned powers and functions cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

The following matters shall be submitted to the Board of Directors for deliberation only after obtaining approval by a majority of all independent directors of the Company:

(I) disclosable connected transactions;

(II) plans for the modification or waiver of commitments by the Company and relevant parties;

(III) decisions and measures taken by the board of directors of an acquired listed company in response to the acquisition;

(IV) other matters as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Special Committees under the Board

The Board of Directors of the Company has established an Audit Committee, which shall exercise the powers of the Board of Supervisors as prescribed under the Company Law.

The Audit Committee shall consist of five 5 members, all of whom are directors who do not hold senior management positions in the Company, including 3 independent directors. An independent director with accounting expertise shall serve as the convener of the Audit Committee.

The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board of Directors for consideration only after being approved by a majority of all members of the Audit Committee:

(I) the disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(II) the engagement or dismissal of the accounting firm undertaking the Company's audit services;

(III) the appointment or dismissal of the Company's chief financial officer;

(IV) changes in accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards;

(V) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The Board of Directors has also established other special committees, including the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working rules of the special committees shall be formulated by the Board of Directors.

The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management members, selecting and reviewing candidates for directors and senior management members and their qualifications, and making recommendations to the Board of Directors on the following matters:

(I) the nomination or removal of directors;

(II) the appointment or dismissal of senior management members;

(III) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the Board resolutions and make disclosure thereof.

The Remuneration and Appraisal Committee shall be responsible for formulating assessment standards for directors and senior management members and conducting assessments, formulating and reviewing remuneration decision-making mechanisms, decision-making procedures, payment and clawback arrangements, and other remuneration policies and plans for directors and senior management members, and making recommendations to the Board of Directors on the following matters:

(I) remuneration of directors and senior management members;

(II) the formulation or modification of equity incentive plans and employee stock ownership plans, and the granting and satisfaction of conditions for the exercise of equity interests by incentive recipients;

(III) shareholding arrangements for directors and senior management members in proposed spin-off subsidiary arrangements;

(IV) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the Board resolutions and make disclosure thereof.

Senior Management

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall also have deputy general managers, a chief financial officer, and a Board secretary. The deputy general managers and the chief financial officer shall be nominated by the general manager, and the Board secretary shall be nominated by the chairman of the Board; all shall be appointed or dismissed by the Board of Directors.

The term of office of the general manager shall be three years, and he/she may be reappointed upon re-election.

The general manager shall be accountable to the Board of Directors and shall exercise the following powers:

(I) presiding over the Company's production, operation and management, organizing the implementation of Board resolutions, and reporting to the Board of Directors;

(II) organizing the implementation of the Company's annual operating plans and investment proposals;

(III) proposing plans for the establishment of the Company's internal management structure;

(IV) proposing the Company's basic management systems;

(V) formulating the Company's specific rules and regulations;

(VI) proposing to the Board of Directors the appointment or dismissal of the Company's deputy general managers and chief financial officer;

(VII) deciding on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the Board of Directors;

(VIII) other powers not vested in the shareholders' meeting or the Board of Directors by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The general manager shall attend meetings of the Board of Directors as a non-voting attendee.

The deputy general managers shall assist the general manager in his/her work, be accountable to the general manager, and, upon authorization by the general manager, be responsible for specific areas of work and execute relevant business documents within the scope of their duties. Where the general manager is unable to perform his/her powers, a deputy general manager may, upon authorization by the general manager, act on behalf of the general manager.

The Company shall have a Board secretary, who shall be responsible for the preparation of meetings of the shareholders' meetings and the Board of Directors, custody of documents, management of shareholders' information, handling information disclosure matters, and other related affairs.

The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial Accounting System

The Company shall formulate its financial accounting system in accordance with laws, administrative regulations and the provisions of the relevant state authorities.

In addition to the statutory accounting books, the Company shall not establish any other accounting books. The Company's funds shall not be deposited in accounts opened in the name of any individual.

When distributing its after-tax profits for the year, the Company shall appropriate 10% of such profits to be included in the Company's statutory reserve fund. Where the cumulative amount of the Company's statutory reserve fund has reached 50% or more of the Company's registered capital, further appropriation may cease.

Where the statutory reserve fund of the Company is insufficient to cover losses of previous years, such losses shall be made up out of the current year's profits before any appropriation to the statutory reserve fund in accordance with the preceding paragraph.

After appropriating the statutory reserve fund from after-tax profits, the Company may, upon a resolution of the shareholders' meeting, also appropriate a discretionary reserve fund from after-tax profits.

The remaining after-tax profits after making up losses and appropriating reserve funds shall be distributed in proportion to the shares held by the shareholders.

Where the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the law to the Company; where losses are caused to the Company, the shareholders and the responsible directors and senior management members shall bear compensation liability.

Shares of the Company held by the Company itself shall not participate in profit distribution.

Where the ending balance of the Company's accumulated undistributed profits is positive, the distributable profits for the current period (i.e., the after-tax profits remaining after the Company has made up losses and appropriated reserve funds) are positive, and the Company's cash flow is sufficient to meet the needs of its normal operations and sustainable development, the Company shall, in principle, distribute profits in cash at least once each year after making up losses and fully appropriating statutory and discretionary reserve funds. The cumulative profits distributed in cash by the Company over the most recent three years shall not be less than 30% of the average annual distributable profits realized over the most recent three years.

The Board of Directors shall comprehensively consider factors including the characteristics of the industry in which the Company operates, its stage of development, its business model, profitability, debt repayment capacity, whether there are material capital expenditure arrangements, and investor returns, distinguish among the following circumstances, and, in accordance with the procedures set forth in the Articles of Association, propose differentiated cash dividend policies:

(1) where the Company is in a mature stage of development and has no material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 80%;

(2) where the Company is in a mature stage of development and has material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 40%;

(3) where the Company is in a growth stage of development and has material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 20%;

Where the Company's stage of development is difficult to determine but there are material capital expenditure arrangements, the Board of Directors shall, based on the specific circumstances, apply by reference the provisions of item (3) of the preceding paragraph. The proportion of cash dividends in the current profit distribution shall be calculated as cash dividends divided by the sum of cash dividends and stock dividends.

For the purposes hereof, "material capital expenditure arrangements" refer to any of the following circumstances:

(1) the Company's cumulative proposed expenditures on external investments, asset acquisitions or equipment purchases within the next twelve months reach or exceed 50% of the Company's most recently audited net assets, or exceed RMB50 million;

(2) the Company's cumulative proposed expenditures on external investments, asset acquisitions or equipment purchases within the next twelve months reach or exceed 30% of the Company's most recently audited total assets.

Internal Audit

The Company shall implement an internal audit system, specifying the leadership structure, duties and authorities, staffing, funding safeguards, utilization of audit results, and accountability mechanisms for internal audit work.

The Company's internal audit system shall be implemented upon approval by the Board of Directors and shall be disclosed externally.

The internal audit institution shall supervise and inspect matters including the Company's business activities, risk management, internal controls and financial information.

The internal audit institution shall be accountable to the Board of Directors.

The specific organization and implementation of the evaluation of the Company's internal controls shall be undertaken by the internal audit institution. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, together with relevant materials, the Company shall issue its annual internal control evaluation report.

Engagement of Accounting Firms

The Company shall engage an accounting firm that meets the requirements of the Securities Law to conduct audits of accounting statements, verification of net assets, and other related consulting services. The term of engagement shall be one year, commencing from the conclusion of the current annual general meeting of the Company and ending at the conclusion of the next annual general meeting, and may be renewed.

The engagement or dismissal of an accounting firm by the Company shall be decided by the shareholders' meeting. The Board of Directors shall not appoint an accounting firm prior to a decision of the shareholders' meeting.

The audit fees of the accounting firm shall be determined by the shareholders' meeting.

NOTICES AND ANNOUNCEMENTS

Notices

The Company's notices shall be issued in the following forms:

(I) delivery by hand;

(II) delivery by mail;

(III) publication by way of announcement;

(IV) other forms as required by the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Where notices issued by the Company are made by way of announcement, once such announcement is made, it shall be deemed that all relevant persons have received the notice.

Notices of meetings of the shareholders' meeting convened by the Company shall be made by way of announcement.

Notices of meetings of the Board of Directors convened by the Company shall be delivered by hand, by mail, by electronic mail, by facsimile, or by way of announcement.

Announcements

The Company shall select designated media and websites that comply with the regulations of the China Securities Regulatory Commission and the securities regulatory rules of the place where the Company's shares are listed for the publication of Company announcements and other information required to be disclosed (including the HKEXnews website (www.hkexnews.hk)).

MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL, DISSOLUTION, AND LIQUIDATION

Merger, Division, Increase and Reduction of Capital

The Company may merge by way of absorption or by the establishment of a new company.

Where one company absorbs another, it shall be an absorption merger, and the absorbed company shall be dissolved. Where two or more companies merge to establish a new company, it shall be a newly established merger, and all merging parties shall be dissolved.

Where the consideration paid for a merger by the Company does not exceed 10% of the Company's net assets, such merger may be effected without a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where a merger is effected without a resolution of the shareholders' meeting pursuant to the preceding paragraph, it shall be approved by a resolution of the Board of Directors.

In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date of the merger resolution, and make an announcement within 30 days in newspapers, on the National Enterprise Credit Information Publicity System, and on the HKEXnews website (www.hkexnews.hk). Creditors may, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, require the Company to repay the debts or provide corresponding guarantees.

Upon a merger of the Company, the claims and debts of the merging parties shall be assumed by the surviving company or the newly established company after the merger.

In the event of a division of the Company, its assets shall be divided accordingly.

In the case of a division, the Company shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date of the division resolution, and make an announcement within 30 days in newspapers, or on the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk).

Debts incurred by the Company prior to the division shall be jointly and severally borne by the companies after the division, unless otherwise agreed in writing between the Company and its creditors prior to the division with respect to debt repayment.

When the Company reduces its registered capital, it shall prepare balance sheets and inventories of assets.

The Company shall notify its creditors within 10 days from the date on which the shareholders' meeting adopts a resolution on the reduction of registered capital, and make an announcement within 30 days in newspapers, or on the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk). Creditors may, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, require the Company to repay the debts or provide corresponding guarantees.

Upon a reduction of registered capital, the Company shall proportionally reduce the capital contributions or shares in accordance with the shareholding ratios of the shareholders, unless otherwise provided by law or the Articles of Association.

Where the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless otherwise provided in the Articles of Association or unless the shareholders' meeting resolves to grant shareholders pre-emptive subscription rights.

Dissolution and Liquidation

The Company shall be dissolved for any of the following reasons:

(I) the occurrence of any cause of dissolution as stipulated in the Articles of Association;

(II) a resolution of the shareholders' meeting to dissolve the Company;

(III) dissolution required due to a merger or division of the Company;

(IV) revocation of the business license, an order to close down, or revocation in accordance with law;

(V) where serious difficulties arise in the Company's operation and management such that the continued existence of the Company would cause significant losses to shareholders' interests and no other means are available to resolve such difficulties, shareholders holding more than 10% of the total voting rights of all shareholders of the Company may request the people's court to dissolve the Company.

Where any of the causes of dissolution set forth in the preceding paragraph occurs, the Company shall, within 10 days, disclose the cause of dissolution through the National Enterprise Credit Information Publicity System.

Where the Company is dissolved under any of the circumstances set out in items (I), (II), (IV), or (V) above, the Company shall undergo liquidation. The directors shall be the liquidation obligors of the Company and shall, within 15 days from the date on which the cause of dissolution occurs, establish a liquidation committee to carry out the liquidation.

The liquidation committee shall be composed of the directors, unless otherwise provided in the Articles of Association or unless the shareholders' meeting resolves to appoint other persons.

Where the liquidation obligors fail to perform the liquidation obligations in a timely manner, causing losses to the Company or its creditors, they shall bear compensation liability.

During the liquidation period, the liquidation committee shall exercise the following powers:

(I) to clean up the Company's assets and prepare a balance sheet and an inventory of assets;

(II) to notify and make announcements to creditors;

(III) to handle the Company's unfinished business relating to the liquidation;

(IV) to pay taxes owed and taxes arising during the liquidation process;

(V) to clean up claims and debts;

(VI) to distribute the remaining assets of the Company after settlement of debts;

(VII) to represent the Company in civil litigation activities.

The liquidation committee shall notify creditors within 10 days from the date of its establishment, and make an announcement within 60 days in newspapers, or on the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk). Creditors shall, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, declare their claims to the liquidation committee.

When declaring their claims, creditors shall specify the relevant particulars of their claims and provide supporting materials. The liquidation committee shall register such claims.

During the period for declaration of claims, the liquidation committee shall not make any settlement to creditors.

After cleaning up the Company's assets and preparing the balance sheet and the inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

After the Company's assets are applied to pay liquidation expenses, employees' wages, social insurance premiums and statutory compensation, taxes owed, and the Company's debts, the remaining assets shall be distributed by the Company in proportion to the shares held by the shareholders.

During the liquidation period, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. Before the Company's assets are settled in accordance with the preceding paragraph, they shall not be distributed to shareholders.

Where, after cleaning up the Company's assets and preparing the balance sheet and the inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay its debts, it shall apply to the people's court for a declaration of bankruptcy liquidation.

After the people's court accepts the bankruptcy application, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and file it with the company registration authority to apply for deregistration of the Company.

Members of the liquidation committee, in performing their liquidation duties, shall owe duties of loyalty and diligence. Where members of the liquidation committee fail to diligently perform their liquidation duties, causing losses to the Company, they shall bear compensation liability; where losses are caused to creditors due to intentional misconduct or gross negligence, they shall bear compensation liability.

Amendments to the Articles of Association

The Company shall amend the Articles of Association under any of the following circumstances:

(I) where, following amendments to the Company Law or relevant laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the matters stipulated in the Articles of Association conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;

(II) where changes occur in the Company's circumstances that are inconsistent with the matters recorded in the Articles of Association;

(III) where the shareholders' meeting resolves to amend the Articles of Association.

Where matters relating to amendments to the Articles of Association as approved by a resolution of the shareholders' meeting are subject to approval by the competent authorities, such matters shall be submitted to the competent authorities for approval; where such amendments involve matters of company registration, change registration shall be completed in accordance with the law.

The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting on the amendments to the Articles of Association and the approval opinions of the relevant competent authorities.

Where matters relating to amendments to the Articles of Association constitute information required to be disclosed under laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, such information shall be announced in accordance with the relevant provisions.

FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of Our Company

Our Company was incorporated in the PRC on October 27, 2017, and was converted into a joint stock limited liability company on September 8, 2020. Our Company completed the listing of our A Shares on the SSE STAR Market (stock code: 688192.SH) on December 10, 2021.

Our Company's registered address is located at Rooms 404, 405, and 416, Building C, Huirong Business Plaza, No. 26 Hefeng Road, Xinwu District, Wuxi, Jiangsu Province, PRC. Our Company's corporate structure and Articles of Association are governed by PRC laws and regulations.

The relevant PRC laws and regulations and a summary of the Articles of Association are set out in "Appendix IV — Summary of Principal Laws and Regulatory Provisions" and "Appendix V — Summary of the Articles of Association" to this document, respectively.

Our principal place of business in Hong Kong is at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. Our Company [is registered] with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●]. Ms. Tsui Ka Yan (崔嘉欣) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

Changes in the Share Capital of Our Company

Save as disclosed below and in the section headed "History and Corporate Structure", there has been no alteration in our share capital within two years immediately preceding the date of this document,

(1) In January 2026, our Company issued 2,831,073.00 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company's total issued share capital increased from 461,187,894 to 464,018,967;

(2) In November 2025, our Company issued 1,775,000 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company's total issued share capital increased from 459,412,894 to 461,187,894; and

(3) In December 2024, our Company issued 1,994,966 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company's total share capital increased from 415,653,120 to 417,648,086.

Changes in the Share Capital of Our Subsidiaries

No alteration in the registered capital of our Subsidiaries has taken place within the two years preceding the date of this document.

Shareholders' Resolutions

At the general meeting of our Company held on January 9, 2026, the following resolutions were passed by the Shareholders:

(i) the issuance of H Shares with a nominal value of RMB1.00 each by our Company and such H Shares be [**REDACTED**] on the Hong Kong Stock Exchange;

(ii) the number of H Shares to be issued pursuant to the [**REDACTED**] before the exercise of the [**REDACTED**] shall not exceed [**REDACTED**]% of the enlarged share capital of our Company upon completion of the [**REDACTED**], and the [**REDACTED**] shall not exceed [**REDACTED**]% of the above number of H Shares to be issued;

(iii) subject to the completion of the [**REDACTED**], the Articles of Association to become effective on the [**REDACTED**] shall be conditionally adopted, and the Board and its authorized person have been authorized to amend the Articles of Association in accordance with any comments from the relevant regulatory authorities; and

(iv) authorization of the Board and its authorized person to handle relevant matters relating to, among other things, the [**REDACTED**], the issue and [**REDACTED**] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) has been entered into by members of our Group within the two years preceding the date of this document and is or may be material:

(i) [**REDACTED**].

Intellectual Property Rights

Trademarks

a. Registered Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
1 . . .	Dizal 迪哲	USA	Our Company	42	7566752	November 11, 2034
2 . . .	Dizal 迪哲	USA	Our Company	42	7566751	November 11, 2034
3 . . .	Dizal 迪哲	USA	Our Company	5	7566357	November 11, 2034
4 . . .	ZEGFROVY	USA	Our Company	5	7654958	January 13, 2035
5 . .	Dizal 迪哲	HK	Our Company	5	306191172	March 12, 2033
6 . .	Dizal 迪哲	HK	Our Company	42	306197329	March 16, 2033
7 . .	Dizal 迪哲	HK	Our Company	35	306197310	March 16, 2033
8 . . .	高瑞哲	PRC	Our Company	5	75915960	June 20, 2034
9 . . .	舒沃哲	PRC	Our Company	5	73393316	February 13, 2034
10 . .	高瑞哲	PRC	Our Company	5	70445832	September 27, 2033
11 . .		PRC	Our Company	5	69284872	July 13, 2033
12 . .		PRC	Our Company	5	69287418	July 13, 2033
13 . .	高瑞哲	PRC	Our Company	5	68046096	May 6, 2033
14 . .	迪哲	PRC	Our Company	42	67072502	February 27, 2033
15 . .	迪哲	PRC	Our Company	35	65515093	December 6, 2032

No.	Trademark	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
16 . .	Dizal	PRC	Our Company	5	65488771	December 6, 2032
17 . .	舒沃哲	PRC	Our Company	5	64133829	October 13, 2032
18 . .	舒立哲	PRC	Our Company	5	64082371	October 13, 2032
19 . .	舒瑞哲	PRC	Our Company	5	64092945	November 6, 2032
20 . .	舒沃哲	PRC	Our Company	5	63030907	August 20, 2032
21 . .	迪哲	PRC	Our Company	42	61774197	July 6, 2032
22 . .	Dizal	PRC	Our Company	42	61774210	July 6, 2032
23 . .	迪哲医药	PRC	Our Company	5	59210396	October 13, 2032
24 . .	迪哲医药	PRC	Our Company	5	59226819	October 13, 2032
25 . .	Dizal	PRC	Our Company	5	34537582	September 27, 2029
26 . .	Dizal	PRC	Our Company	35	34537583	September 27, 2029
27 . .	迪哲	PRC	Our Company	5	27951001	November 27, 2028
28 . .		PRC	Our Company, Gewu Biotechnology	40	83738455A	October 6, 2035

Patents

a. Registered Patents

As of the Latest Practicable Date, we had registered the following patents which we consider to be or may be material to our business:

No.	Patent	Type of patent	Place of Registration	Grant Number	Owner	Application Date
1. . .	ERBB./BTK Inhibitors (ERBB./BTK抑制劑)	Invention	PRC	CN111909131B	Our Company	January 28, 2019
2. . .	ErbB/BTK inhibitors	Invention	USA	US11007198B2	Our Company	January 28, 2019
3. . .	ErbB/BTK inhibitors	Invention	USA	US11504375B2	Our Company	January 28, 2019

No.	Patent	Type of patent	Place of Registration	Grant Number	Owner	Application Date
4	ERBB/BTK Inhibitors	Invention	USA	US11896597B2	Our Company	January 28, 2019
5	Compounds and Methods for Inhibiting JAK (用於抑制JAK的化合物和方法)	Invention	PRC	CN108368091B	Our Company	September 22, 2016
6	Compounds and Methods for Inhibiting JAK (用於抑制JAK的化合物和方法)	Invention	PRC	CN111606893B	Our Company	September 22, 2016
7	Compounds and Methods for Inhibiting JAK (用於抑制JAK的化合物和方法)	Invention	PRC	CN111646980B	Our Company	September 22, 2016
8	Compounds and Methods for Inhibiting JAK (用於抑制JAK的化合物和方法)	Invention	PRC	CN111848586B	Our Company	September 22, 2016
9	Compounds and methods for inhibiting JAK	Invention	USA	US9714236B2	Our Company	September 22, 2016
10	Compounds and methods for inhibiting JAK	Invention	USA	US10167276B2	Our Company	September 22, 2016
11	Compounds and methods for inhibiting JAK	Invention	USA	US10654835B2	Our Company	September 22, 2016
12	Compounds and methods for inhibiting JAK	Invention	USA	US11247983B2	Our Company	September 22, 2016
13	Compounds and methods for inhibiting JAK	Invention	USA	US12319670B2	Our Company	September 22, 2016
14	BTK Inhibitors (BTK抑制劑)	Invention	PRC	CN114945574B	Our Company	December 29, 2020

b. Patent under Application

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

No.	Patent	Type of patent	Place of Registration	Application Number	Applicant	Application Date
1.	EGFR inhibitors and uses thereof	Invention	PRC	CN202380062433.7	Our Company	August 25, 2023
2.	EGFR inhibitors and uses thereof	Invention	USA	US19/107192	Our Company	August 25, 2023
3.	BTK Inhibitors (BTK抑制劑)	Invention	PRC	CN202510077904.2	Our Company	December 29, 2020
4.	BTK Inhibitors	Invention	USA	US17/790721	Our Company	December 29, 2020
5.	ERBB/BTK Inhibitor (ERBB/BTK抑制劑)	Invention	PRC	CN201980006427.3	Our Company	January 28, 2019
6.	ErbB/BTK Inhibitors	Invention	USA	US18/473282	Our Company	January 28, 2019

Copyrights

As of the Latest Practicable Date, we had registered the following copyrights which we consider to be or may be material to our business:

No.	Name of Software	Place of Registration	Registered Owner	Registration Number	First Published Date
1 . . .	Compound and Reagent Management System V1.0 (化合物和試劑管理系統V1.0)	PRC	Our Company	2020SR0422480	Unpublished
2 . . .	Animal Culture and Inventory System V1.0 (動物培養和庫存管理系統V1.0)	PRC	Our Company	2020SR0421707	Unpublished
3 . . .	Primary Cell Bank Management and Process Control Database System V1.0 (原代細胞庫管理和流程控制數據庫系統V1.0)	PRC	Our Company	2020SR0422514	Unpublished
4 . . .	In Vivo Cell Bank Management and Process Control Database System V1.0 (體內細胞庫管理和流程控制數據庫系統V1.0)	PRC	Our Company	2020SR0422508	Unpublished
5 . . .	Tissue Microarray Workflow Management Database System V1.0 (組織微陣列流程管理數據庫系統V1.0)	PRC	Our Company	2020SR0422520	Unpublished

Domain Name

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

No.	Domain Name	Registration Owner	Expiry Date
1. . .	dizalpharma.com	Our Company	October 25, 2027

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

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of Interests of Directors and Chief Executive

To the best knowledge of our Directors, saved as disclosed below, immediately following the completion of the [**REDACTED**] (assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [**REDACTED**]), none of our Directors or chief executive has any interests or short positions in the Shares, underlying Shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules (for this purpose, the relevant provisions of the SFO will be interpreted as if they apply to the Supervisors).

Interests in Shares of our Company

Name	Position	Nature of Interest	Number and description of Shares	Approximate % of the issued Shares immediately after the [REDACTED][(1)(3)]
Dr. Zhang Xiaolin (張小林)[(2)] . . .	Chairperson of the Board, executive Director and Chief Executive Officer	Beneficial interest Interest in controlled corporation; Interests held jointly with another person	[**REDACTED**] [**REDACTED**]	[**REDACTED**] [**REDACTED**]
Ms. Kang Xiaojing (康曉靜) . .	Executive Director	Beneficial interest	[**REDACTED**]	[**REDACTED**]

Notes:

(1) Assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**].

(2) For details of the interest held by Dr. Zhang, see "Substantial Shareholders."

(3) The percentage shareholding shown above has been rounded to two decimal places. As a result of such rounding, shareholdings of less than 0.01% are presented as 0.01%.

Particulars of Service Contracts

Our Company [has entered] into a service agreement with each of the Directors which contains provisions in relation to, among other things, compliance of relevant laws and regulations, observations of Articles of Association and provisions on arbitration.

The principal particulars of these service agreements are: (a) each of the agreements is for a term of [3] years following his/her respective effective date of his/her respective effective date of his/her appointment; (b) each of the agreements is subject to termination in accordance with their respective terms.

Save as disclosed above, our Company has not entered, and does not propose to enter, into any service contracts with any of the Directors in their respective capacities as Directors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

Directors' remuneration

For details of the Directors' remuneration, see "Directors and Senior Management — Remuneration of Directors, Supervisors and Five Highest Paid Individuals" and Note 10 to the Accountant's Report as set out in Appendix I.

Interests of Substantial Shareholders

Interests in the Shares of our Company

For information on the persons (other than our Directors or chief executive of our Company) who will, immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of our Company, see "Substantial Shareholders" of this document.

Save as disclosed in the section headed "Substantial Shareholders" in this document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of our Company or had option in respect of such capital.

Interests in our Company's subsidiaries

As of the Latest Practicable Date, to the best knowledge of our Directors, the following persons (other than members of our Group, the Directors or chief executive of our Company) were interested in 10% or more of the voting rights at general meetings of our subsidiaries:

Members of our Group	Name of substantial shareholder	Approximate % held by the substantial shareholder
Gewu Biotechnology . .	Wuxi High-tech Zone New Growth Drivers Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合夥))(1)	12.50%

Note:

(1) As of the Latest Practicable Date, Gewu Biotechnology was owned as to 87.50% by the Company and 12.50% by Wuxi High-tech Zone New Force Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合夥)) (the "**Wuxi NewForce Fund**", a limited partnership established in the PRC, which is owned as to (a) 0.63% by its general partner, Wuxi Xintou Jinshi Venture Capital Management Co., Ltd. (無錫新投金石創業投資管理有限公司); (b) 74.37% and 25% by Wuxi High-tech Zone Venture Capital Holding Group Co., Ltd. (無錫市高新區創業投資控股集團有限公司) and Wuxi Yungang Venture Capital Co., Ltd. (無錫市雲港創業投資有限公司) as limited partners, respectively. The partners of Wuxi NewForce Fund are all wholly owned by Wuxi Gaofa Investment Development Group Co., Ltd. (無錫市高發投資發展集團有限公司), which is in turn wholly owned by the People' Government of Xinwu District of Wuxi (無錫市新吳區人民政府).

Disclaimers

Save as disclosed herein:

(i) none of our Directors or the chief executive of our Company has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [**REDACTED**];

(ii) none of our Directors or any of the experts referred to under the paragraph headed "— 5. Other Information — E. Qualification of Experts" has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;

(iii) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;

(iv) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;

(v) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));

(vi) so far as is known to our Directors, no person (not being a Director or chief executive of our Company or any member of our Group) will, immediately following the completion of the [**REDACTED**], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and

(vii) none of our Directors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

SHARE INCENTIVE SCHEME

2022 Share Incentive Scheme

The following is a summary of the principal terms of the Restricted Stock Incentive Plan of our Company adopted in 2022 ("**2022 Share Incentive Scheme**"). The terms of the 2022 Share Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as no stock will be granted under the 2022 Share Incentive Scheme after the [**REDACTED**].

A. Purpose

The purpose of the 2022 Share Incentive Scheme is to enhance our Company's long-term incentive mechanism, to attract and retain outstanding talent, to fully engage our core employees, and to align the interests of shareholders, our Company and key team members for a focus on long-term development.

B. Participants

Eligible participants in the 2022 Share Incentive Scheme include Directors, members of senior management, core technical personnel, core business personnel, and other employees. The initial grant of restricted stock were awarded to 70 participants, while the participants of the reserved grant portion will be determined within 12 months after the 2022 Share Incentive Scheme is approved. All participants must maintain an employment or labor relationship with the Company or its subsidiaries at the time Restricted Stocks are granted and throughout the assessment period specified in the 2022 Share Incentive Scheme.

C. Source and Maximum Number of Shares

The underlying Shares for the RSUs are new A Shares to be issued by our Company. Subject to the adjustment mechanisms set out in paragraph J below, the maximum number of Restricted Stocks initially available to be granted under 2022 Share Incentive Scheme are 14,146,409 Shares, which includes an initial grant of 11,480,931 Shares, representing 81.16% of the total Restricted Stocks granted under 2022 Share Incentive Scheme; and 2,665,478 reserved Shares, representing 18.84% of the total Restricted Stocks granted under 2022 Share Incentive Scheme.

D. Term of the 2022 Share Incentive Scheme and Date of Grant

Validity Period

Commence from the grant date and end upon the completion of the vesting or invalidation of all restricted shares under the 2022 Share Incentive Scheme, with a maximum duration not exceeding 72 months.

Grant Date

The grant date of Restricted Stocks shall be determined by the Board after the approval of the 2022 Share Incentive Scheme by the Shareholders at a general meeting and must be a trading day of the Shanghai Stock Exchange. The grant of Restricted Stocks is subject to the approval of the Board and shall be announced within 60 days after the approval of the 2022 Share Incentive Scheme at a general meeting.

E. Vesting Schedule

The initial grant will be made to one participant from the First Class and 69 participants from the Second Class. The vesting schedule for the initial grant of Restricted Stocks is as follows:

Vesting Period (Initial Grant)	Vesting Date	Vesting Percentage
	First Class Grantee	
First Vesting Period	From the first trading day after 12 months from the date of initial grant to the last trading day within 24 months	50%
Second Vesting Period	From the first trading day after 24 months from the date of initial grant to the last trading day within 36 months	25%
Third Vesting Period	From the first trading day after 36 months from the date of initial grant to the last trading day within 48 months	25%
	Second Class Grantees	
First Vesting Period	From the first trading day after 24 months from the date of initial grant to the last trading day within 36 months	50%
Second Vesting Period	From the first trading day after 36 months from the date of initial grant to the last trading day within 48 months	25%
Third Vesting Period	From the first trading day after 48 months from the date of initial grant to the last trading day within 60 months	25%

If the reserved Restricted Stocks are granted in 2022, the vesting schedule of the reserved Restricted Stocks will be the same as that of the initial Restricted Stocks for second class grantees as specified above; or if the reserved Restricted Stocks are granted in 2023, the vesting schedule for the reserved Restricted Stocks is as follows:

Vesting Period (Reserved)	Vesting Date	Vesting Percentage
First Vesting Period	From the first trading day after 24 months from the date of reserved grant to the last trading day within 36 months	50%
Second Vesting Period	From the first trading day after 36 months from the date of reserved grant to the last trading day within 48 months	50%

F. Lock-up Arrangements

Restricted Stocks granted under the 2022 Share Incentive Scheme will not be subject to a lock-up period after vesting. However, grantees who are Directors or members of senior management of our Company must comply with the lock-up period and restriction requirements set forth by applicable laws and regulations.

(i) if the grantee is a Director or a senior management of our Company, the Restricted Stocks to be transferred each year during his or her tenure shall not exceed 25% of the total Restricted Stocks he or she holds. No Restricted Stocks held by such Director or senior management may be transferred within six months after termination of his or her employment;

(ii) if the grantee is a Director or senior management of our Company, income gained through sale of Restricted Stocks of our Company within six months of the purchase or repurchase of Restricted Stocks of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board; and

(iii) if there is any change in the applicable laws and regulations or the relevant provisions of the Articles of Association on the foregoing lock-up requirements within the term of the 2022 Share Incentive Scheme, the grantee shall comply with the amended laws and regulations and the Articles of Association.

G. Grant price

The grant price under the 2022 Share Incentive Scheme is set at RMB9.61 per share. Once the granting and vesting conditions are met, grantees could purchase additional A-share common stocks issued by our Company at this price.

H. Conditions to the Grant of Restricted Stocks

Restricted Stocks will only be granted to eligible participants if the following conditions are fulfilled:

(i) With respect to our Company, none of the following circumstances having occurred:

1) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to our accountant's report for the most recent fiscal year;

2) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to the internal control report contained in accountant's report for the most recent fiscal year;

3) our Company has failed to distributed profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing on the Shanghai Stock Exchange;

4) implementation of any share incentive plan is prohibited under applicable laws and regulations; or

5) any other circumstances determined by the CSRC.

(ii) With respect to a grantee, none of the following circumstances having occurred:

1) he or she has been regarded as an inappropriate participant by a stock exchange within the last 12 months;

2) he or she has been regarded as an inappropriate participant by the CSRC or its local office within the last 12 months;

3) he or she has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material non-compliance of laws and regulations within the last 12 months;

4) he or she is not qualified to serve as a director or senior management according to the PRC Company Law;

5) he or she is prohibited from participating in any share incentive plans of listed companies according to applicable laws and regulations; or

6) any other circumstances determined by the CSRC.

I. Vesting of Restricted Stocks

The Restricted Stocks will be vested when (i) the conditions outlined in paragraph H above are fulfilled; (ii) the grantees have completed more than 12 months of tenure prior to the vesting of each batch of granted Restricted Stocks; and (iii) the performance targets for both our Company and the grantees under the 2022 Share Incentive Scheme are achieved. The performance targets are set out as follows:

Performance Targets to the Company

Vesting Period	Assessment Year	Performance Targets	Company Level Vesting Ratio
First Vesting Period	2023	Cumulative positive results from two Phase 3 clinical trials/registration trials	50%
		Completion of one major external collaboration transaction	20%
		Market capitalization growth rate of our Company(1)	30%
Second Vesting Period	2024	Cumulative applications of two new drug applications (including different indications and countries/regions)	35%
		Obtaining new drug approval in one major market	35%
		Market capitalization growth rate of our Company(1)	30%

Vesting Period	Assessment Year	Performance Targets	Company Level Vesting Ratio
Third Vesting Period	2025	Cumulative approvals of two new drugs (including different indications and countries/regions)	40%
		Achievement of operating revenue of RMB300 million	30%
		Market capitalization growth rate of our Company(1)	30%

Note:

(1) The weight for the vesting conditions will be calculated based on the company's market capitalization as of the board's approval date and the market capitalization of comparable biopharmaceutical companies in the Science and Technology Innovation Board Index (000683), measured by the growth rate of the company's market capitalization up to the day before the board reviews the vesting conditions:

- Weight of 1.0 if the company's market value growth rate is at the 75th percentile or above.
- Weight equal to the market capitalization growth rate's percentile if the growth rate is between the 51st and 74th percentiles.
- Weight of 0.5 if the growth rate is at the 50th percentile.
- Weight of 0 if the growth rate is below the 50th percentile.

If the reserved Restricted Stocks are granted in 2022, the performance targets to our Company of the reserved Restricted Stocks will be the same as that of the initial Restricted Stocks as specified above; or

If the reserved Restricted Stocks are granted in 2023, the performance targets to our Company of the reserved Restricted Stocks will be the same as the performance targets for 2024 and 2025 that of the initial Restricted Stocks as specified above.

Performance requirements to the Grantees

If a Participant receives a personal assessment result of Level 2 (or an equivalent rating under any other evaluation system approved by the company) or lower during the relevant period, the Restricted Stocks scheduled to vest during that period will automatically become invalid and will be canceled by the company.

J. Adjustments

The number and/or consideration of granted and/or vested Restricted Stocks may be adjusted upon the occurrence of certain events from the date of the announcement of the 2022 Share Incentive Scheme to the completion of relevant registration or vesting by the grantees. These events include, as the case may be, (i) capitalisation of reserves, (ii) distribution of stock dividends, (iii) share subdivision, (iv) share issuance and (v) share consolidation.

K. Outstanding Restricted Stocks granted

As at the Latest Practicable Date, there are a total of 80 grantees under the 2022 Share Incentive Scheme with 3,349,822 Restricted Stocks remained unexercised and outstanding, representing approximately [**REDACTED**]% of the total issued share capital of our Company immediately following the completion of the [**REDACTED**], respectively (assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**]).

The following table sets forth the details of outstanding Restricted Stocks granted under the 2022 Share Incentive Scheme to the Directors, members of the senior management and other connected person of the Company under the 2022 Share Incentive Scheme as at the Latest Practicable Date.

Name of Grantees	Position in our Group	Address	Number of outstanding Restricted Stocks	Approximate percentage of issued Restricted Stocks immediately after the [REDACTED][(1)(2)(3)]
Directors or senior management members				
Zhang Xiaolin .	Chairperson of the Board, executive Director and Chief Executive Officer	Room 416, No. 1800, Jinke Road, Pudong New Area, Shanghai, PRC	532,500	[**REDACTED**]
Wu Qingyi (吴清漪) . . .	Deputy general manager and Chief commercial officer	Room 403, Building 1, No. 591, Longhua West Road, Xuhui District, Shanghai, PRC	798,208	[**REDACTED**]
Yang Zhenfan (楊振帆) . . .	Deputy general manager and Chief medical officer	Room 912, Zhu Qiao Ju Apartment, No. 178, Baiye Road Pudong New Area, Shanghai, PRC	478,750	[**REDACTED**]

Name of Grantees	Position in our Group	Address	Number of outstanding Restricted Stocks	Approximate percentage of issued Restricted Stocks immediately after the [REDACTED][(1)(2)(3)]
Chen Suqin (陳素勤) . . .	Deputy general manager and Senior vice president of clinical operation	Room 3-704, No. 1-2 Lane 271, Guoshoujing Road Pudong New Area Shanghai, PRC	100,000	[**REDACTED**]
Lyu Hongbin (吕洪斌) . . .	Chief financial officer and Board secretary	Room 302, Block 55, Lane 1296, Gaosi Road, Pudong New Area, Shanghai, PRC	370,000	[**REDACTED**]
Tsui Honchung (徐漢忠) . . .	Deputy general manager, Senior vice president, Head of medicinal chemistry	Room 403, No. 23, Lane 691, Yishan Road, Xuhui District, Shanghai, PRC	140,000	[**REDACTED**]
Zeng Qingbei (曾慶北) . . .	Deputy general manager, Senior vice president and Chief scientist	Room 1201, No. 170 Lane 667, Ziwei Road Pudong New Area, Shanghai, PRC	140,000	[**REDACTED**]
Chang Shih-Ying (張世英) . . .	Deputy general manager, Vice president, Head of chemical manufacturing control	Room 201, No. 6, Lane 100, Yinxiao Road, Pudong New Area, Shanghai, PRC	14,000	[**REDACTED**]
Zhang Zhiwei (張知為) . . .	Deputy general manager, Vice president, Head of operation	Room 209, Building 3, No. 3000 Longdong Avenue, Pudong New Area, Shanghai, PRC	10,000	[**REDACTED**]
Other connected person				
Sun Zhijian (孫志堅).	Manufacturing site project leader	Room 1002, Unit 1, Block 14, Jiacheng Garden, No. 85 Xinghan Street, Suzhou Industrial Park, Jiangsu, PRC	9,125	[**REDACTED**]

Notes:

(1) Assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**].

(2) No grantees have been granted Restricted Stocks in excess of 1% of the issued Shares of our Company immediately after the [**REDACTED**] on a stand-alone basis.

(3) The percentage shareholding shown above has been rounded to two decimal places. As a result of such rounding, shareholdings of less than 0.01% are presented as 0.01%.

Rule 17.02(1)(b) of the Listing Rules requires a new applicant to disclose, among others, the details of all outstanding options and their potential dilution effect on the shareholdings upon [**REDACTED**]. As of the Latest Practicable Date, 70 grantees who are not Directors, members of our senior management or other connected persons of the Company held an aggregate of 757,239 Restricted Stocks that were still outstanding and unexercised as of the Latest Practicable Date. Such outstanding and unexercised Restricted Stocks granted under the 2022 Share Incentive Scheme will have potential dilution effect on the shareholding of our Company's Shareholders. Therefore, we set forth below the information on the outstanding and unexercised Restricted Stocks granted under the 2022 Share Incentive Scheme as of the Latest Practicable Date to enable potential [**REDACTED**] to assess the potential dilution effect on their shareholding by these outstanding and unexercised Restricted Stocks.

Range of outstanding Restricted Stocks granted	**Total number of grantees**	**Total Number of Restricted Stocks underlying the outstanding 2022 Share Incentive Scheme as of the Latest Practicable Date**	**Approximate percentage of issued Restricted Stocks immediately after the [REDACTED] (1)**
Above 100,001 . . .	3	350,500	[**REDACTED**]
10,001-100,000 . . .	9	182,875	[**REDACTED**]
5001-10,000	14	107,489	[**REDACTED**]
2001-5000	27	92,875	[**REDACTED**]
1-2000	17	23,500	[**REDACTED**]
Total	**70**	**757,239**	[**REDACTED**]

Notes:

(1) Assuming (i) the [**REDACTED**] is not exercised and (ii) no other changes are made to the total issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**].

(2) No employee grantees have been granted Restricted Stocks in excess of [**REDACTED**]% of the issued Shares of our Company immediately after the [**REDACTED**] on a stand-alone basis.

OTHER INFORMATION

Estate Duty

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

Litigation

As of the Latest Practicable Date, we were not aware of any litigation or arbitration proceedings of material importance pending or threatened against any member of our Group that could have a material adverse effect on our financial condition or results of operations.

Joint Sponsors

The Joint Sponsors have applied to the Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**], our H Shares to be issued pursuant to the [**REDACTED**]. All necessary arrangements have been made enabling the H Shares to be admitted into [**REDACTED**].

Each of Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Each of the Joint Sponsors will be paid by our Company a fee of US$500,000 to act as Sponsors to our Company in connection with the [**REDACTED**].

Compliance Advisor

Our Company has appointed First Shanghai Securities Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

Taxation of Holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the H Share register of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is a 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see "Appendix III — Taxation and Foreign Exchange."

Potential [**REDACTED**] in the [**REDACTED**] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or [**REDACTED**] our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Joint Sponsors, the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], or any other person or party involved in the [**REDACTED**] accept responsibility for any tax effects on, or lawful liabilities of, any person, resulting from the [**REDACTED**], purchase, holding or disposal of, [**REDACTED**] or the exercise of any rights in relation to our H Shares.

Consents of Experts

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

Name	Qualification
Goldman Sachs (Asia) L.L.C.	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for carrying on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) regulated activities under the SFO
Zhong Lun Law Firm	PRC legal advisers to our Company
China Insights Industry Consultancy Limited	Independent industry consultant
BDO Limited	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)

As of the Latest Practicable Date, save as disclosed in "— Other Information — Joint Sponsors", none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Promoters

The promoters of our Company are as follows:

No.	Name of promoters of our Company
1	FIIF
2	AZAB
3	ZYTZ
4	Wuxi Dizhe
5	LAV Dizal Hong Kong Limited
6	Suzhou Likang Equity Investment Center (Limited Partnership) (蘇州禮康股權投資中心(有限合夥))
7	Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥))
8	Imagination V (HK) Limited
9	Wuxi High-tech Zone New Kinetic Energy Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合夥))
10	Trinity Zhongzhi (Tianjin) Venture Capital Centre (L.P.) (三一眾志(天津)創業投資中心(有限合夥))
11	Trinity Uppsala Limited

Within the two years immediately preceding the date of this document, no cash, securities, amount or benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the [**REDACTED**] or the related transactions described in this document.

Bilingual Document

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

Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in so far as applicable.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial, business position or prospects since December 31, 2024, being the date of our consolidated financial statements as set out in the Accountants' Report as set out in Appendix I to this document, and up to the date of this document.

Miscellaneous

Save as disclosed in the section headed "Financial Information" and this Appendix, in connection with the [**REDACTED**] or otherwise waived from disclosure pursuant to the section headed "Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance",

(i) within the two years immediately preceding the date of this document, to the best of our knowledge,

  (a) neither our Company nor any of our Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash; and

  (b) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our Subsidiaries;

(ii) no share or loan capital of our Company or any of the Subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

(iii) there are no arrangements under which future dividends are waived or agreed to be waived;

(iv) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months proceeding the date of this document; and

(v) our Company has no outstanding convertible debt securities or debentures.

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

(a) the written consents referred to in "Appendix VI — Statutory and General Information — Other Information — Consents of Experts;" and

(b) a copy of the material contract referred to in "Appendix VI — Statutory and General Information — Further Information about Our Business — Summary of Material Contract."

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the Stock Exchange's website at **www.hkexnews.hk** and our Company's website at **www.dizalpharma.com** during a period of 14 days from the date of this document:

(a) the Articles of Association;

(b) the Accountants' Report from BDO Limited, the text of which is set out in Appendix I to this document;

(c) the audited financial statements of our Group for the two years ended December 31, 2024 and the reviewed consolidated financial statements of our Group for the nine months ended September 30, 2025;

(d) the report on unaudited [**REDACTED**] financial information of our Group from BDO Limited, the text of which is set out in Appendix II to this document;

(e) the legal opinions issued by Zhong Lun Law Firm, our PRC Legal Advisors in respect of certain matters of our Group in the PRC;

(f) the industry report prepared by CIC, the summary of which is set forth in "Industry Overview;"

(g) a copy of each of the PRC Company Law, the PRC Securities Law, the Guidelines on the Bylaws of Listed Companies (2022 Revision) together with their unofficial English translations;

(h) the material contract referred to in "Appendix VI — Statutory and General Information — Further Information about Our Business — Summary of Material Contract;"

(i) the written consents referred to in "Appendix VI — Statutory and General Information — Other Information — Consents of Experts;"

(j) the service contracts referred to in "Appendix VI — Statutory and General Information — Further Information about Our Directors and Substantial Shareholders — Particulars of Service Agreements;"

(k) the terms of the 2022 Share Incentive Scheme.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the full list of all the grantees under the 2022 Share Incentive Scheme, containing all the details as required under Rule 17.02(1)(b) of and paragraph 27 of Appendix D1A to the Listing Rules and paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, will be available for inspection at the office of Kirkland & Ellis, 26/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this document.