1. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

Incorporation

Our Company was established as a limited liability company under the laws of the PRC on May 7, 2010 and was converted into a joint stock limited company on March 30, 2021.

As of the date of this document, our registered office and head office are located at No. 30 Tianfu Street, Daxing Biomedicine Industry Base, Zhongguancun Science Park, Daxing District, Beijing, the PRC. Our Company's corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in "Appendix III — Summary of Articles of Association."

Our Company has established a principal place of business in Hong Kong at Unit B3, 26/F, NCB Innovation CTR, 888 Lai Chi Kok Rd, Lai Chi Kok, Hong Kong. We were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on December 24, 2025. Mr. CHENG King Yip (鄭璟燁) has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of the 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 in the section headed "History, Development and Corporate Structure" in this document, there has been no alteration in our share capital within two years immediately preceding the date of this document.

Changes in the Share Capital of Our Subsidiaries

Our Company's subsidiaries are set out in note 1 in the Accountants' Report as set out in Appendix I to this document. The following alteration in the share capital of our subsidiaries have taken place within the two years immediately preceding the date of this document:

On November 12, 2024, Zhejiang Wehand-Bio was established in the PRC with registered capital of RMB10,000,000.

On April 16, 2025, Macau Wehand-Bio was established in Macao with a registered capital of MOP1,000,000.

On January 15, 2026, the registered capital of Zhejiang Wehand-Bio was increased from RMB10,000,000 to RMB18,000,000.

Save as disclosed above, there has been no alteration in the share capital of our subsidiaries within two years immediately preceding the date of this document.

Shareholders' Resolutions

At the general meeting of our Company held on January 26, 2026, among other things, the following resolutions were passed by the Shareholders:

(a) the [REDACTED] by our Company of H Shares of the nominal value of RMB1.0 each and such H Shares be [REDACTED] on the Stock Exchange;

(b) the number of H Shares to be [REDACTED] shall not be more than 20% of the total issued share capital of the Company as enlarged by the [REDACTED] (without taking into account of any H Shares which may be [REDACTED] upon the exercise of the [REDACTED]), and the grant to the [REDACTED] of the [REDACTED] of not more than 15% of the number of H Shares initially available under the [REDACTED];

(c) subject to the approval by the CSRC, upon completion of the [REDACTED], [REDACTED] Unlisted Shares in aggregate held by our Shareholders will be converted into H Shares on a one-for-one basis;

(d) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and other relevant regulatory authorities;

(e) authorization of the Board and its authorized persons to amend the resolutions in accordance with the requirements of competent regulatory authorities, and deal with the specific implementation; and

(f) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

Reorganization

We have not gone through any corporate reorganization for the purpose of the [REDACTED].

2. FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

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

(a) [•]

(b) the [REDACTED].

Intellectual Property Rights

(i) 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	Classification	Place of Registration	Registered Owner	Registration Number	Validity Period
1	Wehand-Bio	5	PRC	Our Company	11783711	May 07, 2014–May 06, 2034
2	We hand	5	PRC	Our Company	11783762	May 07, 2014–May 06, 2034
3	五和博澳 WeHand	35	PRC	Our Company	13303370	October 21, 2015–October 20, 2035
4	五和博澳 WeHand	10	PRC	Our Company	13314025	December 21, 2015–December 20, 2035
5	五和博澳 WeHand	30	PRC	Our Company	13314097	November 21, 2015–November 20, 2035
6	五和博澳 WeHand	32	PRC	Our Company	13314139	November 21, 2015–November 20, 2035
7	五和博澳 WeHand	33	PRC	Our Company	13314251	December 21, 2015–December 20, 2035
8	五和博澳	35	PRC	Our Company	15712251	December 28, 2025–December 27, 2035
9	WHB	5	PRC	Our Company	21393985	November 21, 2017–November 20, 2027
10	桑博恩	5	PRC	Our Company	27294692	October 21, 2018–October 20, 2028
11	桑博恩	35	PRC	Our Company	27297996	October 21, 2018–October 20, 2028
12	WehandBio	5	PRC	Our Company	43932407	November 07, 2020–November 06, 2030
13	五和博澳	33	PRC	Our Company	43932652	November 14, 2020–November 13, 2030
14	五和博澳 WeHand	32	PRC	Our Company	43936842	November 14, 2020–November 13, 2030
15	五和博澳	30	PRC	Our Company	43937647	November 07, 2020–November 06, 2030
16	五和博澳 WeHand	10	PRC	Our Company	43942545	November 07, 2020–November 06, 2030

No.	Trademark	Classification	Place of Registration	Registered Owner	Registration Number	Validity Period
17	五和博澳 WeHand	44	PRC	Our Company	43945313	February 07, 2021–February 06, 2031
18	五和博澳 WeHand	30	PRC	Our Company	43945481	February 14, 2021–February 13, 2031
19	五和博澳	10	PRC	Our Company	43947117	November 07, 2020–November 06, 2030
20	五和	35	PRC	Our Company	49805589	December 21, 2022–December 20, 2032
21	Whandoyo 五和同源	30	PRC	Our Company	51435219	August 07, 2021–August 06, 2031
22	Whandoyo 五和同源	33	PRC	Our Company	51445042	August 21, 2021–August 20, 2031
23	Whandoyo 五和同源	32	PRC	Our Company	51447866	August 21, 2021–August 20, 2031
24	Whandoyo 五和同源	3	PRC	Our Company	51470170	August 21, 2021–August 20, 2031
25	五和	35	PRC	Our Company	56208478	March 07, 2024–March 06, 2034
26	WUHEBOAO	5	PRC	Our Company	67102998	May 07, 2023–May 06, 2033
27	WHB	5	PRC	Our Company	67104954	May 07, 2023–May 06, 2033
28	五和同源	5	PRC	Our Company	72679804	March 21, 2024–March 20, 2034
29		5	PRC	Our Company	78385056	October 21, 2024–October 20, 2034
30	五和博澳 WeHand	3	Hong Kong	Our Company	306897278	May 13, 2025–May 12, 2035
	五和博澳 WeHand	5	Hong Kong	Our Company		May 13, 2025–May 12, 2035
	五和博澳 WeHand	30	Hong Kong	Our Company		May 13, 2025–May 12, 2035
	五和博澳 WeHand	31	Hong Kong	Our Company		May 13, 2025–May 12, 2035

No.	Trademark	Classification	Place of Registration	Registered Owner	Registration Number	Validity Period
31		32	Hong Kong	Our Company	306901993	May 16, 2025– May 15, 2035
		35	Hong Kong	Our Company		May 16, 2025– May 15, 2035
		42	Hong Kong	Our Company		May 16, 2025– May 15, 2035
		44	Hong Kong	Our Company		May 16, 2025– May 15, 2035

(ii) Patents

For material patents and patent applications of our Group as of the Latest Practicable Date, see paragraph headed "Business — Intellectual Property" for more details.

(iii) Domain Names

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

Domain Name	Registrant	Expiry Date
wehandbio.cn	our Company	June 1, 2026
wehandbio.com.cn	our Company	June 1, 2026
wehandbio.com	our Company	August 30, 2028

Save as aforesaid, as of the Latest Practicable Date, there were no other trademarks, patents, copyrights or other intellectual property rights that were material in relation to our business.

3. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of interests of our Directors and Chief Executive

Save as disclosed below, immediately following the completion of the [REDACTED] and Conversion of Unlisted Shares into H Shares, assuming that the [REDACTED] is not exercised, the interests and/or short positions of the Directors and the chief executive of our Company in the Shares, underlying Shares and debentures of our Company and any interests and/or short positions in shares, underlying shares or debentures of any of our Company's 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/or 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 entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company, once the H Shares are [REDACTED] on the Stock Exchange:

Interests in our Company

Name of Director, chief executive	Position	Nature of interest	Number and description of Shares	Approximate percentage of shareholding in the Unlisted Shares/H Shares[(1)]	Approximate percentage of shareholding in the total issued share capital[(1)]
Mr. HUANG Yuesheng[(2)]	Executive Director and chairperson of the Board	Beneficial owner	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	
		Interest in controlled corporations	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	
		Interest held jointly with other persons	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	
Prof. LIU Yuling[(3)]	Non-executive Director	Interest in controlled corporation	[REDACTED] Unlisted Shares	[REDACTED]%	[REDACTED]%
			[REDACTED] H Shares	[REDACTED]%	
Dr. WANG Xiaobin[(4)]	Non-executive Director	Interest in controlled corporation	[REDACTED] H Shares	[REDACTED]%	[REDACTED]%

Notes:

(1) All interests stated are long positions. The calculation is based on the total number of [REDACTED] Unlisted Shares and [REDACTED] H Shares [REDACTED] immediately after completion of the [REDACTED] since [REDACTED] Unlisted Shares will be converted into H Shares and [REDACTED] H Shares will be [REDACTED] pursuant to the [REDACTED], assuming that the [REDACTED] is not exercised.

(2) As of the Latest Practicable Date, Mr. HUANG Yuesheng (i) directly held 20,649,408 Shares of our Company, and (ii) was the general partner of Wehand Tongyuan No.1, Wehand Tongyuan No.2, Wehand Tongyuan No.3, Jiujiang Ruihe and Jiujiang Ruida. Therefore, he is deemed to be interested in the 29,657,960 Shares held by Wehand Tongyuan No.1, Wehand Tongyuan No.2, Wehand Tongyuan No.3, Jiujiang Ruihe and Jiujiang Ruida by virtue of the SFO. Mr. HUANG Yuesheng, Mr. HU Dingfei and Mr. YU Xiecai entered into an acting-in-concert agreement in December 2018. By virtue of the SFO, Mr. HUANG Yuesheng is deemed to be interested in the Shares held by Mr. HU Dingfei and Mr. YU Xiecai.

(3) Jiujiang Ruijin is our Share Incentive Platform. As of the Latest Practicable Date, Jiujiang Ruijin is deemed to be controlled by Prof. LIU Yuling as its general partner, and none of the limited partner of Jiujiang Ruijin held more than one-third of the partnership interest thereof. Therefore, Prof. LIU Yuling was deemed to be interested in the 5,529,450 Shares of our Company held by Jiujiang Ruijin by virtue of the SFO.

(4) As of the Latest Practicable Date, Ningbo Gaoling was controlled by Gaoneng Tianhui Venture Capital Co., Ltd.* (高能天匯創業投資有限公司) as its general partner, in which Dr. WANG Xiaobin held 49% of its equity interest. By virtue of the SFO, Ms. Wang is deemed to be interested in the 5,702,641 Shares of our Company held by Ningbo Gaoling.

Interest in our associated corporations

So far as our Directors are aware, immediately following the completion of the [REDACTED], no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of the associated corporations of our Company.

Disclosure of Interests of Substantial Shareholders

Save as disclosed in the section headed "Substantial Shareholders" in this document, immediately following the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares and without taking into account any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (other than our Directors or chief executive) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other members of our Group.

Particulars of Service Agreements and Appointment Letters

Each of our Directors [has entered] into a service agreement or an appointment letter with our Company. The principal particulars of these service agreements and appointment letters are: (a) each of the agreements and appointment letters is for a term of three years following their respective appointment date; and (b) each of the agreements and appointment letters is subject to termination in accordance with their respective terms. The service agreements and appointment letters may be renewed in accordance with our Articles of Association and the applicable rules.

Save as disclosed above, our Company has not entered, and does not propose to enter, into any service agreements or appointment letters 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 the section headed "Directors and Senior Management" in this document and note 8 to the Accountants' Report as set out in Appendix I to this document.

Disclaimers

(a) None of the Directors nor any of the experts referred to in "Qualifications of Experts" below has any direct or indirect interest in the promotion of, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

(b) Save in connection with the [REDACTED], none of the Directors nor any of the experts referred to "Qualifications of Experts" below is (i) materially interested in any contract or arrangement subsisting at the date of this document which is interested legally or beneficially in any shares in any member of the Group; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

(c) No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any promoter of our Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the [REDACTED] or related transactions as mentioned.

(d) So far as is known to our Directors, none of our Directors or their associates or any Shareholders who are expected to be interested in 5% or more of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

4. OTHER INFORMATION

Estate Duty

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

Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against us, that would have a material adverse effect on our financial condition or results of operations.

Sole Sponsor

The Sole Sponsor has made an application on our behalf to the [REDACTED] for [REDACTED] of, and permission to [REDACTED] in, the H Shares of our Company. All necessary arrangements have been made enabling the H Shares to be admitted into [REDACTED].

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

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, we have agreed to pay a fee of US$1,000,000 to act as the sponsor of our Company in connection with the [REDACTED].

Compliance Advisor

We have appointed Rainbow Capital (HK) Limited as our Compliance Advisor upon the [REDACTED] 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 on each of the purchaser and the seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

Qualifications and 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 of Expert	Qualifications
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation to conduct 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) of the regulated activities as defined under the SFO
Grandway Law Offices	Qualified legal advisors as to PRC laws
Grandway Law Offices (Nanjing)	Qualified legal advisors as to PRC intellectual property laws
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
China Insights Industry Consultancy Limited	An independent professional market research and consulting company

As of the Latest Practicable Date, save as disclosed in this document and in connection with the [REDACTED], 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 the Company are all of the 23 then Shareholders immediately before our conversion into a joint stock limited liability company. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and 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 in Section 4 of the Companies (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, where an application is made in pursuance hereof, 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 insofar as applicable.

No Material Adverse Change

Save as disclosed in this document, our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since September 30, 2025, being the end of the period reported on in the Accountants' Report set out in Appendix I to this document.

Miscellaneous

(a) Save as disclosed in the section headed "History, Development and Corporate Structure" and this Appendix and in connection with the [REDACTED], within the two years immediately preceding the date of this document:

  (i) 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 is under option or is agreed conditionally or unconditionally to be put under option; and

  (iii) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions of any share in our Company or any of our subsidiaries.

(b) We have not issued nor agreed to issue any founder shares, management shares or deferred shares;

(c) There are no arrangements under which future dividends are waived or agreed to be waived;

(d) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights; 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 preceding the date of this document;

(e) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong; no part of the equity or debt securities of our Company or any member of our Group, if any, is currently [REDACTED] on or [REDACTED] in on any stock exchange or [REDACTED] system, and no such [REDACTED] or permission to [REDACTED] on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought; and

(f) Our Company has no outstanding convertible debt securities or debentures.