

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of Our Company

Our Company was incorporated in the PRC on October 26, 2001, and was converted into a joint stock company with limited liability on September 11, 2015. Our Company completed the listing of our A Shares on the SSE STAR Market (stock code: 688166) on November 8, 2019.

Our registered office is located at Building C25, Nano Science and Technology Park, No. 218 Xinghu Street, Suzhou Industrial Park, Suzhou, 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 V — Summary of Principal Legal and Regulatory Provisions” and “Appendix VI — Summary of 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 was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on November 3, 2025. Ms. Ye Jiahong (叶嘉红) 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 other alteration in our total issued share capital within the two years immediately preceding the date of this document.

Pursuant to Convertible Bonds issued by our Company and listed on the Shanghai Stock Exchange on January 27, 2022 (bond code: 118004), the period for conversion by way of our Company issuing new A Shares commenced on July 11, 2022 and will end on January 3, 2028.

Between January 1, 2024 and December 31, 2024, a total of 113 A Shares were issued pursuant to the conversion of the Convertible Bonds. The total issued share capital of our Company was then increased from RMB422,466,533 to RMB422,466,646.

Between January 1, 2025 and June 30, 2025, a total of 301,598 A Shares were issued pursuant to the conversion of the Convertible Bonds. The total issued share capital of our Company was then increased from RMB422,466,646 to RMB422,768,244.

Between July 1, 2025 and December 31, 2025, a total of 334,229 A Shares were issued pursuant to the conversion of the Convertible Bonds. The total issued share capital of our Company was then increased from RMB422,768,244 to RMB423,103,851.

Between January 1, 2026 to the Latest Practicable Date, a total of 7,360,747 A Shares were issued pursuant to the conversion of the Convertible Bonds. The total issued share capital of our Company was then increased from RMB423,103,851 to RMB430,464,598.

Changes in the Share Capital of Our Subsidiaries

Our Company’s subsidiaries are set out Note 1 in the Accountants’ Report as set out in Appendix I. The following sets out changes in the share capital or registered capital of our subsidiaries within two years immediately preceding the date of this document:

(1) Atmen Pharmaceutical

On October 23, 2024, the registered share capital of Atmen Pharmaceutical increased from RMB20,920,500 to RMB21,641,897.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

On December 10, 2024, the registered capital of Atmen Pharmaceutical increased from RMB21,641,897 to RMB23,127,975.

On January 26, 2025, the registered capital of Atmen Pharmaceutical increased from RMB23,127,975 to RMB23,849,372.

(2) Chongqing Qiantai

On January 13, 2025, the registered capital of Chongqing Qiantai increased from RMB5,000,000 to RMB10,000,000.

On January 24, 2025, the registered capital of Chongqing Qiantai increased from RMB10,000,000 to RMB14,466,166.

On December 24, 2025, the registered capital of Chongqing Qiantai increased from RMB14,466,166 to RMB15,037,595.

(3) Singapore BrightGene

On May 10, 2024, Singapore BrightGene was incorporated as a private company limited by shares in Singapore with an issued share capital of SGD100,000.

(4) Qianyu Biopharmaceutical

On December 11, 2025, Nanjing Qianyu Biopharmaceutical Co., Ltd. (南京乾裕生物醫藥有限公司) was incorporated as a limited liability company in the PRC with a registered capital of RMB1 million.

(5) BrightGene Cayman

On May 20, 2025, Brightgene International (CAY) Limited was incorporated in the Cayman Islands with limited liability with an authorized share capital of USD50,000.

(6) Suzhou Bosheng Pharmaceutical

On January 23, 2026, Suzhou Bosheng Pharmaceutical Technology Co., Ltd. (蘇州博聖醫藥科技有限公司) was dissolved.

Shareholders' Resolutions

At the general meeting of our Company held on October 17, 2025, 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 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.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

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

[REDACTED]

Intellectual Property Rights

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 | Registration Number | Registered Owner | Class | Expiry Date |
|-----------|--|-----------------------|---------------------|---|-------|-------------------|
| 1. . . . | BrightGene | PRC | 9568889 | Our Company | 5 | July 6, 2032 |
| 2. . . . | 博瑞芬宁 | PRC | 11243006 | Our Company, BrightGene Pharmaceutical | 5 | December 13, 2033 |
| 3. . . . | 甘御 | PRC | 9577558 | Our Company | 5 | July 13, 2032 |
| 4. . . . | 博麦通 | PRC | 9574388 | Our Company | 5 | July 6, 2032 |
| 5. . . . | 博君康 | PRC | 9564238 | Our Company | 5 | June 27, 2032 |
| 6. . . . | 舒美仑 | PRC | 47475704 | Our Company, BrightGene Pharmaceutical | 5 | April 13, 2031 |
| 7. . . . | 美舒仑 | PRC | 47474066 | Our Company, BrightGene Pharmaceutical | 5 | March 13, 2031 |
| 8. . . . | 博立布 | PRC | 65632145 | Our Company, Ruilin Biopharmaceutical Technology (Jiangsu) Co., Ltd. (瑞麟生物醫藥科技(江蘇)有限公司) | 5 | December 20, 2032 |
| 9. . . . | 卡保 | PRC | 68661020 | Our Company, BrightGene Pharmaceutical | 5 | June 6, 2033 |
| 10. . . . | 博舒通 | PRC | 67915278 | Our Company, BrightGene Pharmaceutical | 5 | April 27, 2033 |
| 11. . . . |  BrightGene | Hong Kong | 306993415 | Our Company | 5, 42 | December 8, 2035 |

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

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 | Patent owner | Place of Registration | Patent Number | Application Date |
|---------|--|----------------|--|-----------------------|------------------|-------------------|
| 1 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use (GIP和GLP-1的雙受體激動劑、藥物組合物及用途) | Invention | Our Company | PRC | CN202210294984.3 | March 23, 2022 |
| 2 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | USA | US12215133B2 | December 14, 2023 |
| 3 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | South Africa | ZA202309366B | October 6, 2023 |
| 4 . . . | An intermediate of a pentose compound and its preparation method (一種戊糖化合物的中間體及其製備方法) | Invention | Our Company, Taixing BrightGene | PRC | CN201310380690.3 | August 28, 2013 |
| 5 . . . | CD44 targeted multi-arm conjugate | Invention | Our Company | Europe | EP3928797B1 | February 17, 2020 |
| 6 . . . | CD44 targeted multi-arm conjugate (CD44靶向多臂偶聯物) | Invention | Our Company | Taiwan | TWI771652B | February 21, 2020 |
| 7 . . . | An intermediate of eribulin and its preparation method (艾日布林中間體及其製備方法) | Invention | Our Company | PRC | CN201910197071.8 | March 15, 2019 |
| 8 . . . | A compound of ascidiacea and the preparation method for its intermediate (一種海鞘素化合物及其中間體的製備方法) | Invention | Our Company | PRC | CN201910101895.0 | February 1, 2019 |
| 9 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | Europe | EP4317179A1 | March 23, 2022 |

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 | Patent holder | Place of Registration | Patent Number | Application Date |
|---------|--|----------------|--|-----------------------|------------------|------------------|
| 1 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use (GIP和GLP-1的雙受體激動劑、藥物組合物及用途) | Invention | Our Company | PRC | CN202280032045.X | March 23, 2022 |
| 2 . . . | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | USA | US18/283,164 | March 23, 2022 |

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII STATUTORY AND GENERAL INFORMATION

| No. | Patent | Type of patent | Patent holder | Place of Registration | Patent Number | Application Date |
|-----------|--|----------------|--|-----------------------|------------------|--------------------|
| 3 | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use (GIPとGLP-1の二重受容體作動薬、醫薬組成物および使用) | Invention | Our Company, BrightGene Pharmaceutical | Japan | JP2023558333 | March 23, 2022 |
| 4 | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | Australia | AU2022245736 | March 23, 2022 |
| 5 | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use | Invention | Our Company, BrightGene Pharmaceutical | Canada | CA3213261 | March 23, 2022 |
| 6 | GIP and GLP-1 dual receptor agonist, pharmaceutical composition, and use (GIP 및 GLP-1의 이중수용체작용제, 약물조성물 및 용도) | Invention | Our Company, BrightGene Pharmaceutical | Korea | KR1020237036350 | March 23, 2022 |
| 7 | GLP-1 and GIP dual receptor agonist pharmaceutical composition and use thereof (一種GLP-1和GIP雙受體激動劑藥物組合物及其用途) | Invention | Our Company | PRC | CN202380031541.8 | September 21, 2023 |
| 8 | Dual GLP-1 and GIP receptor agonist pharmaceutical composition and use thereof | Invention | Singapore BrightGene | Europe | EP2023867595 | September 21, 2023 |
| 9 | GLP-1 and GIP dual receptor agonist pharmaceutical composition and use thereof (一種GLP-1和GIP雙受體激動劑藥物組合物及其用途) | Invention | Our Company, BrightGene Pharmaceutical | Taiwan | TW112136020 | September 21, 2023 |

Domain Names

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 | Registration date | Expiry Date |
|-----------|-----------------|--------------------|-------------------|---------------|
| 1 | bright-gene.com | Our Company | March 5, 2007 | March 5, 2026 |

Save as disclosed above, 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, CHIEF EXECUTIVE 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 the [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

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

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.

Interests in Shares of our Company

| Name of substantial Shareholders | Nature of interest | Description of Shares | Number of Shares | Approximate % of shareholding in our total issued share capital as of the Latest Practicable Date | Approximate % of shareholding in our A Shares immediately after the [REDACTED] (excluding A Shares issuable upon the conversion of the outstanding Convertible Bonds) | Approximate % of shareholding in our total issued share capital immediately after the [REDACTED] (excluding A Shares issuable upon the conversion of the outstanding Convertible Bonds) |
|-------------------------------------|--------------------------------------|-----------------------|------------------|---|---|---|
| Dr. Yuan ⁽¹⁾ | Beneficial owner | A Shares | 113,535,123 | 26.38% | [REDACTED]% | [REDACTED]% |
| | Interest of person acting in concert | A Shares | 49,345,513 | 11.46% | [REDACTED]% | [REDACTED]% |
| | Interest in treasury Shares | A Shares | 560,332 | 0.13% | [REDACTED]% | [REDACTED]% |
| Dr. Cheng Zengjiang (程增江) | Beneficial owner | A Shares | 8,000 | 0.002% | [REDACTED]% | [REDACTED]% |

Notes:

(1) For details of the interest held by Dr. Yuan, see “Substantial Shareholders.”

Interests in Our Associated Corporations

| Name | Position | Members of our Group | Nature of Interest | Approximate % of shareholding |
|------------------------------|----------|---|--------------------|-------------------------------|
| Ms. Tong Tong (仝彤) | manager | Suzhou Boda Biotechnology Co., Ltd. (蘇州博達生物科技股份有限公司) ⁽¹⁾ | Beneficial owner | 30.0% |

Notes:

(1) As of the Latest Practicable Date, Suzhou Boda Biotechnology Co., Ltd. was a subsidiary of our Company.

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 three 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)).

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

Directors’ remuneration

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Directors and Five Highest Paid Individuals” and Note 9 to the Accountant’s Report as set out in Appendix I.

Disclosure of Interests of Substantial Shareholders

Interests in the Shares of our Company

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), as the case may be, were interested in 10% or more of the voting rights at general meetings of our subsidiaries:

| <u>Members of our Group</u> | <u>Name of substantial shareholder</u> | <u>Approximate % held by the substantial shareholder</u> |
|-----------------------------------|---|--|
| Taixing BrightGene . . . | Suzhou Xinborui Investment Co., Ltd. (蘇州信博瑞投資有限公司) | 27.2% |
| Atmen Pharmaceutical | Ningbo Ruizhi Bosi Enterprise Management Partnership (Limited Partnership) (寧波銳智博思企業管理合夥企業(有限合夥)) | 25.2% |
| Chongqing Qiantai . . . | Advanced Manufacturing Industry Investment Fund Phase II (Limited Partnership) (先進製造產業投資基金二期(有限合夥)) | 24.7% |
| Atsenbo Pharmaceutical | Suzhou Shenbo Medical Technology Co., Ltd. (蘇州申博醫療科技有限公司) | 30.0% |

Disclaimers

Save as disclosed in this document, none of our Directors or any of the parties listed in “— Other Information — Consents of Experts” below is:

- (i) interested, directly or indirectly, in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or
- (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

SHARE INCENTIVE SCHEME

Our Company adopted the employee share incentive scheme (“**2021 A Share Incentive Plan**”) on February 8, 2021 to issue up to 2,000,000 share awards. Under 2021 A Share Incentive Plan, a total of 2,000,000 share awards were granted to 84 eligible participants. As of the Latest Practicable Date, all 2,000,000 share awards granted were either forfeited or lapsed, and thus there was no outstanding restricted A Shares granted under the 2021 A Share Incentive Plan.

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.

Sole Sponsor

The Sole Sponsor has applied to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, 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]. The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor will be paid by our Company a fee of US\$700,000 to act as Sole Sponsor to our Company in connection with the [REDACTED].

Compliance Advisor

Our Company has appointed First Shanghai Capital 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 IV — Taxation and Foreign Exchange.”

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

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 |
|---|---|
| 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 |
| Jingtian & Gongcheng. . . | PRC legal advisers to our Company |
| China Insights Consultancy | Independent industry consultant |
| Ernst & Young. | Certified Public Accountants and Registered Public Interest Entity Auditor |
| Jones Lang LaSalle Corporate Appraisal and Advisory Limited . | Independent property valuer |

Hogan Lovells Legal advisors to the Company as to International Sanctions law As of the Latest Practicable Date, save 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 [REDACTED] or to nominate persons to [REDACTED] securities in any member of our Group.

Promoters

The promoters of our Company are as follows:

| No. | Name of promoters of our Company |
|-----------|---|
| 1. . . . | Dr. Yuan |
| 2. . . . | Ms. Zhong |
| 3. . . . | Suzhou Borui Venture Capital Management Partnership (Limited Partnership) (蘇州博瑞創業投資管理企業(有限合夥)) |
| 4. . . . | Suzhou Gaoxin Guofa Venture Capital Co., Ltd. (蘇州高新國發創業投資有限公司) |
| 5. . . . | Suzhou Deruihengfeng Venture Capital Co., Ltd. (蘇州德睿亨風創業投資有限公司) |
| 6. . . . | LAV Prosperity (Hong Kong) Co., Limited |
| 7. . . . | Suzhou Guofa Angel Venture Capital Partnership (Limited Partnership) (蘇州國發天使創業投資企業(有限合夥)) |
| 8. . . . | Suzhou Gaoquan Venture Capital Partnership (Limited Partnership) (蘇州高銓創業投資企業(有限合夥)) |
| 9. . . . | Changzhou Jucheng Huake Venture Capital Center (Limited Partnership) (常州久誠華科創業投資中心(有限合夥)) |
| 10. . . . | Shanghai Jianxin Venture Capital Co., Ltd. (上海建信創業投資有限公司) |
| 11. . . . | Suzhou Heyu Technology Micro-credit Co., Ltd. (蘇州市禾裕科技小額貸款有限公司) |
| 12. . . . | Suzhou Industrial Park New Yuan Bio-venture Capital Partnership (Limited Partnership) (蘇州工業園區新建元生物創業投資企業(有限合夥)) |

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

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, 2025, 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 this document, in connection with the [REDACTED] or otherwise waived from disclosure pursuant to the waivers disclosed in the section headed “Waivers from Strict Compliance with the Listing Rules”,

- (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 our 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 preceding the date of this document; and
- (v) our Company has no outstanding convertible debt securities or debentures.