SUMMARY

This summary aims to give you an overview of the information contained in this Document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to* [REDACTED] *in the* [REDACTED]. *In particular, we are a biotechnology company seeking to* [REDACTED] *on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules on the basis that we are unable to meet the requirements under Rule 8.05 (1), (2) or (3) of the Listing Rules. There are unique challenges, risks and uncertainties associated with* [REDACTED] *in companies such as ours. Our Core Product is the product for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide for New Listing Applicants. We may continue to incur substantial costs and expenses in relation to research and development of our Core Product, and our Core Product may not be successfully marketed. In addition, we have incurred significant operating losses since our inception, and we expect to remain loss making in the near term. We had negative net cash flow from operating activities during the Track Record Period. We did not declare or pay any dividends during the Track Record Period and do not intend to pay any dividends in the near future. Your* [REDACTED] *decision should be made in light of these considerations.

OVERVIEW

Founded in 2019, we are a biotechnology company focused on the research, development and commercialization of cell therapies for the treatment of solid tumors. Our Core Product candidate, GC101, is the world's first tumor-infiltrating lymphocyte (TIL) therapy that does not require high-intensity lymphodepletion chemotherapy or the use of IL-2 administration, according to Frost & Sullivan. We have self-developed (i) one Core Product candidate, GC101, and (ii) four other pipeline products at various stages of development.

Our Core Product, GC101, is an autologous natural TIL therapy for the treatment of solid tumors, including advanced melanoma, advanced non-small cell lung cancer (NSCLC), and other high-incidence and refractory cancers. GC101 is undergoing a registrational Phase II trial in PD-1 antibody failed melanoma with a BLA submission anticipated in 2026, and is also being evaluated in other indications, including NSCLC, and in combination and adjuvant settings.

WE MAY NOT BE ABLE TO SUCCESSFULLY DEVELOP AND/OR MARKET OUR CORE PRODUCT

The following pipeline chart summarizes the development status of our product candidates as of the Latest Practicable Date.

Pipelines	Modifications*	Mono/Combo	Indication	Pre-clinical / IND / Phase I / Phase II / Registrational Phase II or Phase III	Source	Trial location and Competent Authority	Current status and next milestone
GC101 ★	Natural	Mono	Advanced Melanoma (≥3L)[1]		Self-developed	China NMPA	BLA submission in 26Q3
			Advanced NSCLC (≥3L)		Self-developed	China NMPA	Phase II completion in 27Q2
			Glioma (Adjuvant)		Self-developed	China NMPA	IND approval in 26Q3
			Pancreatic Cancer (Adjuvant)		Self-developed	China NMPA	IND approval in 26Q4
		Combo (PD-1 antibody)	Advanced solid tumours[2] (Including melanoma, NSCLC, HNSCC, IO Naive MSI-H/dMRR tumours, etc.)		Self-developed	China NMPA	Phase II initiation in 26Q3
GC203 ★	IL-7	Mono	Advanced malignant solid tumours (Including gynecologic cancers, pancreatic cancer, etc.)		Self-developed	China NMPA	Phase I completion in 27Q3

★ Core Product ★ Key Product Candidate

Notes: Pre-clinical or IIT-stage pipelines were not shown. We are also developing GC301 (dual gene-modification with IL-7 and TGF-β chimeric switch-receptor), GC304 (dual gene-modification with IL-7 and KIR chimeric switch-receptor) and iGC101 (in vivo TIL).

Abbreviations: IL-7=Interleukin-7. PD-1=Programmed Cell Death Protein 1. NSCLC=Non-Small Cell Lung Cancer. HNSCC=Head and Neck Squamous Cell Carcinoma. MSI-H=Microsatellite Instability-High. dMMR=Mismatch Repair Deficient. IO=Immuno-Oncology. Q=Quarter. "IO naive MSI-H/dMMR" refers to patients with advanced solid tumors characterized by high microsatellite instability or mismatch repair deficiency who have not received prior immuno-oncology therapies.

* Modifications refer to whether the program is genetically modified, and if so, what the gene-modification is. Natural refers to no gene-modification.

1. GC101 for advanced melanoma would not undergo a Phase III clinical trial because it entered the registrational Phase II clinical trial directly following Phase I. According to NMPA's Interpretation of Relevant Issues under the Technical Guidelines for Research and Evaluation of Cell Therapy Products (Trial Version) , clinical studies for cell therapy products are generally divided into two functional stages: an early-stage clinical trial phase (focusing on safety and dose exploration) and a confirmatory clinical trial phase (focusing on definitive evidence for marketing approval). The CDE confirmed at the EOP1 meeting that this Phase II trial serves as the confirmatory trial for registration.

2. The Phase II combination trial was approved and initiated under a separate, standalone IND from the NMPA, without the requirement to conduct a separate Phase I combination trial. The NMPA granted this Phase II approval on the explicit condition that the trial be initiated after we fully analyzed the data from our completed Phase I monotherapy trial in advanced solid tumors, which provided the foundational safety and efficacy evidence to support transitioning directly into this Phase II study.

Driven by the clinical needs in solid tumor treatment, we are committed to developing the next generation immunotherapies. Our product pipeline covers both high-incidence and difficult-to-treat solid tumors and includes product candidates at different stages of development.

Unmet Clinical Needs in Solid Tumor Treatment

Cancer, particularly solid tumors, imposes a significant burden on patients, families, and healthcare systems worldwide. Globally, nearly 20 million new cancer cases are diagnosed each year, with solid tumors representing more than 90% of all cases. In 2024, new solid tumor cases reached approximately 19.95 million worldwide, indicating substantial clinical demand.

The global oncology drug market has expanded in recent years, reaching US$253.3 billion in 2024, and is projected to grow to US$452.5 billion by 2030 and US$702.7 billion by 2035. In China, the market reached RMB241.6 billion in 2024 and is expected to increase to RMB527.3 billion by 2030 and RMB1,042.0 billion by 2035.

The addressable market for GC101 spans multiple solid tumor types, including melanoma, NSCLC, glioma, pancreatic cancer, etc. Globally, melanoma cases are projected to increase from 388.5 thousand in 2024 to 446.1 thousand by 2035, while NSCLC cases are expected to grow from 2.2 million in 2024 to 2.9 million by 2035. In China, melanoma patients are projected to reach 37.0 thousand and NSCLC patients 1.16 million by 2035.

Immune checkpoint inhibitors (ICIs), including PD-(L)1 antibodies, exert their therapeutic effect by activating TILs within the body and have demonstrated clinical utility across multiple solid tumor types. They are widely used as part of combination treatment. However, PD-(L)1 antibodies act through a single pathway and may not fully activate TILs, resulting in an objective response rate (ORR) of approximately 20% when used as monotherapies, based on data from 28,304 patients across 160 prospective trials as reported in a published article[1]. Although dual- and multi-target ICIs have been developed, they may have limited *in vivo* adaptability and may increase the risk of adverse effects.

TIL therapy involves isolating TILs from a patient's tumor tissue, expanding and activating them *ex vivo*, and infusing them to induce an anti-tumor immune response. *Ex vivo* activation enables functional enhancement of TILs and may improve clinical response. As a cell-based therapy, TILs may exhibit *in vivo* adaptability. With tumor reactivity and tumor-homing properties, TILs can target tumor cells and provide anti-tumor activity. TIL therapy has been studied in solid tumors and has demonstrated clinical activity in certain settings.

TIL therapy is not dependent on fixed tumor targets and may have potential applicability across multiple tumor types and disease stages. It may also be used in combination with other treatment modalities. Based on these characteristics, TIL therapy represents an additional therapeutic approach within cancer immunotherapy following the adoption of PD-(L)1 antibodies.

Path to Developing Differentiated and Commercially Competitive TIL Therapies

A single dose of TIL therapy has shown the potential to produce durable responses in some patients with advanced cancer. Clinical data indicate that TIL therapy may provide sustained clinical benefits across multiple solid tumor types, including advanced melanoma, NSCLC, breast

1 Zhao, B., Zhao, H., & Zhao, J. (2020). Efficacy of PD-1/PD-L1 blockade monotherapy in clinical trials. *Therapeutic advances in medical oncology*, *12*, 1758835920937612.

cancer, cholangiocarcinoma, cervical cancer, endometrial cancer, HNSCC, and gastrointestinal tumors. According to a published journal article[2], in a pooled analysis of 410 heavily pretreated patients with advanced melanoma, the ORR was 41% and the complete response rate (CRR) was 12.0%. After a median follow-up of 40 months, 96.4% of patients who achieved a complete response remained in remission.

TIL therapy is a personalized treatment modality. While it has demonstrated clinical activity, its limitations include a complex manufacturing process and clinical protocols, which contribute to higher costs and limited accessibility. To improve accessibility, we have introduced modifications in both production and clinical application, including efforts to streamline the production process and simplify the treatment regimen to support broader use. To date, certain patients with advanced cancer have achieved complete tumor clearance, with the longest observed tumor-free survival exceeding four years.

We seek to improve accessibility and affordability across three dimensions.

- From a production perspective, we have developed a proprietary TIL production process that does not require high-concentration IL-2 or feeder cells (irradiated human peripheral blood mononuclear cells from multiple donors). This approach is applicable to 30 types of both "cold" and "hot" tumors and have reduced reliance on IL-2 and associated manufacturing complexity and cost.

- From a clinical perspective, because the TILs expanded *ex vivo* are IL-2 independent, patients do not require IL-2 injections (which carry boxed warnings) or high-intensity lymphodepletion (which involves high-dose chemotherapy to deplete the patient's extramedullary lymphocytes). Treatment may therefore be administered in less intensive hospital settings with shorter discharge times, which may improve tolerability and reduce overall treatment cost.

- From a commercialization perspective, we have developed a time-segmented TIL production process that involves collecting tumor tissue when surgery is feasible, producing seed TILs (a small population of expanded TILs), and storing them for later use. This approach is intended to address challenges such as surgical sampling in late-line patients and potential decline in TIL quantity and quality at advanced stages, and may improve accessibility of TIL therapy and support earlier use in the treatment process.

Development of TIL and Pan-Tumor Therapies

According to Frost & Sullivan, we obtained the first manufacturing certificate for TIL therapies in China. Our pipeline includes multiple product candidates at different stages of clinical development, covering high-incidence tumors such as lung, breast, head and neck, and colorectal cancers, as well as tumors that are more difficult to treat, including glioma, pancreatic cancer, ovarian cancer, and melanoma. These programs span multiple disease stages and treatment settings, from early to late stages and from adjuvant to later-line therapies.

In a Phase I clinical trial involving patients with advanced metastatic solid tumors who had failed standard treatments across multiple tumor types, GC101 demonstrated objective responses in melanoma, NSCLC, and cervical cancer. Among 10 patients with metastatic advanced melanoma who had failed standard therapies (median prior lines of therapy: 3.5; 100% had received immunotherapy), GC101 achieved an ORR of 30% and a median progression-free survival of 5.5 months. In 12 patients with metastatic advanced NSCLC who had failed standard therapy (median prior lines of therapy: 3), at a median follow-up of 13.0 months, GC101 achieved an ORR of 41.7%, with the median duration of response not reached; the 12-month overall survival rate (OS) was 66.7%, and the median overall survival (mOS) had not been reached.

2 Dafni, U., Michielin, O., Lluesma, S. M., Tsourti, Z., Polydoropoulou, V., Karlis, D., Besser, M. J., Haanen, J., Svane, I. M., Ohashi, P. S., Kammula, U. S., Orcurto, A., Zimmermann, S., Trueb, L., Klebanoff, C. A., Lotze, M. T., Kandalaft, L. E., & Coukos, G. (2019). Efficacy of adoptive therapy with tumor-infiltrating lymphocytes and recombinant interleukin-2 in advanced cutaneous melanoma: a systematic review and meta-analysis. *Annals of oncology : official journal of the European Society for Medical Oncology*, *30*(12), 1902-1913.

GC101 is currently being evaluated in a registrational Phase II clinical trial for advanced melanoma, and we expect to submit a Biologics License Application (BLA) in 2026. The trial achieved its primary endpoint in May 2026, with the GC101 treatment group demonstrating a 57% reduction in the risk of disease progression or death compared with the control group. The results of the trial were accepted as a late-breaking abstract by the American Society of Clinical Oncology (ASCO) and were presented orally at the ASCO Annual Meeting in June 2026. According to Frost & Sullivan, this was the first cell therapy for solid tumors to be accepted as a late-breaking abstract in ASCO's history. In parallel, GC101 is under evaluation in a Phase Ib/II clinical trial for NSCLC, and development programs for early-line combination therapies and postoperative adjuvant therapies across multiple indications (such as melanoma, NSCLC, glioma, pancreatic cancer) are ongoing.

Our key product candidate, GC203, is the world's first non-viral gene-modified TIL therapy, according to Frost & Sullivan. Building on GC101, GC203 incorporates a proprietary membrane-bound, self-associating IL-7 designed to enhance *in vivo* activity of TILs and support activation of endogenous immune cells. In IIT studies in heavily pretreated ovarian cancer, GC203 achieved an ORR of 33.3%, a CRR of 11.1%, and a one-year OS rate of 68.8%.

Proprietary Technology Platforms Supporting TIL Therapy Development

Leveraging our proprietary DeepTIL™ (Dual-Free Platform for TIL) cell enrichment and expansion platform and NovaGMP™ (Non-Viral Gene-Modification Platform), we have developed a pipeline of natural and gene-modified TIL product candidates and supported their advancement across different stages of development. Together, these integrated platforms represent innovations that enable us to deliver TIL therapies that are robust, potent, affordable, and accessible — as evidenced by their reproducibility across multiple tumor types, high-yield expansion of ~20 billion cells, a feeder-free and non-viral manufacturing process, and a time-segmented delivery model.

Our R&D strategy follows a principle of incremental development. GC101 was initially developed using the DeepTIL™ platform. Building on its clinical data, GC203 was developed through a single-gene modification using the NovaGMP™ platform to enhance anti-tumor activity. Following clinical evaluation of GC203, we advanced to GC301 and GC304, which are dual-gene modified successors to GC203, designed to address challenges and clinical needs in cancer immunotherapy.

In addition, based on the time-segmented process, we are developing the RiverTIL™ (Rapid *In Vivo* Expansion and Reaction TIL) platform, which is designed to enable pre-manufactured seed TILs to expand *in vivo*. This approach is intended to reduce manufacturing time and cost, shorten patient waiting time, and improve accessibility of TIL therapies.

Progress in Addressing Manufacturing Cost and Scalability Challenges in Cell Therapy

We have taken steps to address certain technical and operational challenges associated with the manufacturing and scalability of TIL therapies. We have developed a standardized TIL cell culture system designed to accommodate the heterogeneous nature of pan-solid tumor tissues, which contributes to a more consistent culture process. The reduced reliance on certain non-standard materials, such as feeder cells, helps simplify production and reduce contamination risks and associated costs.

We have also established a commercial-scale TIL manufacturing facility in China, supported by digital management systems to facilitate production and delivery, and have participated as one of the drafting institutions in the development of the *Guidelines for Preparation and Quality Control of Tumor-Infiltrating Lymphocyte (TIL) Products*, which may contribute to industry standardization. In addition, we utilize commercially available AI tools in certain aspects of R&D and manufacturing to support process optimization and automation, and have taken steps to integrate certain upstream and downstream supply chain functions to improve operational efficiency and manage material costs. We also adopt non-viral vector approaches in the development of certain gene-modified TIL therapies, which are generally less costly than viral vector systems and offer a different safety profile. Our *in vivo* TIL pipeline is designed to utilize transient gene modification of pre-manufactured TIL cells to support *in vivo* expansion, which is intended to reduce the need for extensive *ex vivo* expansion.

Commercialization Approach for Cell Therapy

TIL therapy is not dependent on predefined tumor targets and may have potential applicability across a range of solid tumors, including those with high incidence or limited treatment options, and across different stages of disease. We have developed a time-segmented production approach under which tumor tissue can be collected when surgery is feasible, and TIL cells can be generated and stored for subsequent use. This approach provides greater flexibility compared to conventional TIL manufacturing timelines and may support broader clinical use.

Based on available data to date, our TIL therapies have shown a favorable safety profile, which may support use in a broader patient population and in a wider range of clinical settings. The treatment process may also reduce operational burdens compared to conventional TIL therapies. In addition, our TIL therapies may be combined with other treatment modalities, such as targeted therapies, antibodies, or immune checkpoint inhibitors, which may provide opportunities for collaboration with other pharmaceutical companies to support future commercialization efforts.

Our commercialization strategy is strategically phased to align with the development of our Core Product GC101. We plan to submit a BLA for GC101 in September 2026, with anticipated market launch in 2027 following regulatory approval.

RESEARCH & DEVELOPMENT

R&D Strategy

Our research and development strategy focuses on advancing TIL therapies for patients with advanced solid tumors, prioritizing indications with significant unmet medical needs, including PD-1-antibody resistant or refractory melanoma, gynecologic cancers, and other hard-to-treat malignancies. In addition to later-line settings, we pursue early-line and adjuvant combination approaches with the objective of establishing TIL-based early-line or post-surgical treatment options, thereby enabling deeper and more durable clinical benefit across a broad spectrum of solid tumors.

We prioritize programs with the greatest potential for clinical impact. This includes GC101 and GC203 in clinical development, as well as early-stage candidates GC301, GC304, and iGC101 enabling us to systematically address unmet needs across multiple tumor types.

R&D Team

Our R&D team possesses extensive expertise, a deep understanding of the field, and broad development experience. As of the Latest Practicable Date, a majority of our R&D team members held advanced degrees, including 15.6% with doctoral degrees and 37.8% with master's degrees. The advanced degrees of our core R&D personnel are in relevant life science disciplines, including genetics, biochemistry and molecular biology, cell biology and biochemistry.

Our core R&D personnel consist of five members with multidisciplinary expertise in chemistry, biology, pharmacology, and medicine. Their collective track records at leading global and domestic biopharmaceutical companies demonstrate a proven ability to move complex cellular therapies from early-stage discovery through to commercialization.

R&D Costs

In 2024 and 2025, we incurred research and development costs of RMB91.0 million and RMB114.9 million, respectively. Of these amounts, RMB60.5 million and RMB83.4 million were attributable to our Core Product, respectively, representing 66.5% and 72.6% of our total research and development costs, and 52.3% and 50.8% of our total operating expenses, in the corresponding periods. We anticipate to continue to significantly invest in our R&D efforts, since we plan to expand the indications and continue the clinical development of our Core Product, advance more pipeline candidates along clinical trials and conduct additional preclinical studies.

CHEMISTRY, MANUFACTURING & CONTROLS

As of the Latest Practicable Date, our CMC team comprises professionals with experience in process and analytical development, cell therapy manufacturing, and quality management, supporting the development and potential commercialization of our TIL therapies. The team is responsible for developing manufacturing processes, maintaining product quality, and ensuring compliance with applicable regulatory requirements.

We have established process and analytical development platforms covering TIL process optimization, scale-up, technology transfer, and product characterization. Our manufacturing process is designed to reduce complexity and contamination risk through a closed and modular system, and avoids the use of feeder cells, high-concentration IL-2, and viral vectors. Our core product, GC101, has completed key process characterization work and has been manufactured for clinical studies, contributing to our accumulated production experience.

We have also implemented a quality management system in accordance with GMP standards, supported by a range of analytical and quality control capabilities, including cell-based assays, molecular testing, and microbial testing. Our manufacturing facility in Shanghai, with a total area exceeding 16,000 m^2, supports the production of TIL products for clinical use and potential future commercialization. As of the Latest Practicable Date, the facility had successfully prepared clinical trial TIL products for GC101, with all batches meeting applicable quality standards.

INTELLECTUAL PROPERTIES

As of the Latest Practicable Date, we held 27 granted patents and 64 patent applications, including one granted patent and 13 patent applications that are crucial for the development of our Core Product. Our Group owns all intellectual property rights relating to our product candidates, including the Core Product. As of the Latest Practicable Date, we have not received any material concerns or inquiries from relevant intellectual property authorities, and we are not aware of any legal or substantive impediments that would reasonably be expected to prevent us from obtaining the patents for our pending applications.

A freedom-to-operate searches and analyses ("FTO Analysis") has been conducted in China and the U.S. in relation to our Core Product and key product candidate. The FTO Analysis covered searches conducted for the period up to the Latest Practicable Date. Based on the FTO Analysis, our Directors are of the view that there are no substantial risk of infringement of valid and enforceable issued patents of any third party in China and the U.S. covering TIL-related technologies that may impact the commercialization of our Core Product and key product candidate in China and the U.S. as strategized by the Company.

OUR SUPPLIERS

During the Track Record Period, our major suppliers primarily consisted of CROs, SMOs, CDMOs, landlords of our leased property and providers of other services. We did not experience any material disputes with our suppliers. In addition, we believe that adequate alternative sources exist for these services and supplies, and we have developed alternative sourcing strategies based on supply continuity risk assessments. We generally maintain credit periods of 60-90 days.

In 2024 and 2025, our purchases from our five largest suppliers in each year in aggregate amounted to RMB47.3 million and RMB56.3 million, representing 46.5% and 37.9% of our total corresponding purchases in such period, respectively, and our purchases from the largest supplier in each period accounted for 27.3% and 25.1% of our total corresponding purchases, respectively. Our material increase in the expenses attributable to the five largest suppliers in each year during the Track Record Period is in line with the advancement of clinical trials of our product candidates.

All of our five largest suppliers in each year during the Track Record Period are Independent Third Parties. None of our Directors or any Shareholder who, to the knowledge of our Directors, owns more than 5% of our issued share capital immediately following completion of the [**REDACTED**], nor any of their respective associates had any interest in any of our five largest suppliers in each year during the Track Record Period.

RISK FACTORS

Our operations and the [**REDACTED**] involve certain risks and uncertainties, some of which are beyond our control and may affect your decision to [**REDACTED**] in us and/or the value of your [**REDACTED**]. Some of the major risks we face include:

- Our business depends on the successful development, regulatory approval and commercialization of our product candidates, which involve significant uncertainties and risks.
- We rely on third parties in the development of our product candidates, and any failure by these parties to perform their obligations may adversely affect our development and commercialization.
- If we cannot maintain or develop clinical collaborations and relationships with our principal investigators, key opinion leaders, physicians and experts, our results of operations and prospects could be adversely affected.
- Our product candidates may cause adverse events or undesirable side effects, which could interrupt, delay 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.
- We may allocate our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may later prove to be more profitable or for which there is a greater likelihood of success.
- We invest substantial human and capital resources in research and development in order to develop our product candidates and enhance our technologies, but we could not guarantee that such efforts will lead to successful outcomes.
- We may face intense competition and rapid technological change and the possibility that our competitors may develop and commercialize product candidates that are similar, more advanced, or more effective than ours, which may adversely affect our financial condition and our ability to successfully commercialize our product candidates.
- Even after we obtain regulatory approval for the marketing and distribution of our products, our products will continue to be subject to ongoing or additional regulatory obligations and continue to be subject to regulatory review, which may result in significant additional expenses or if we encounter unexpected problems related to future approved products, we may be subject to penalties.

OUR COMPETITIVE STRENGTHS

We believe the following strengths differentiate us from our competitors: we are advancing the clinical development of TIL therapies as a potentially foundational treatment for pan solid tumors; we have developed proprietary capabilities to address key challenges in TIL development and manufacturing; our advanced TIL products are designed to deliver clinical benefits to patients; and we have an experienced management and R&D team with extensive industry and scientific experience.

OUR GROWTH STRATEGIES

We plan to pursue the following significant opportunities and execute our key strategies accordingly: accelerate the commercialization of GC101 to establish our first-mover advantage in TIL therapy in China; advance the clinical development of our next-generation products to strengthen our technological leadership; redefining the affordability of high-value cell therapy products through technological breakthroughs and innovation; further improving efficiency through operational optimization; actively pursue strategic partnerships to accelerate globalization; and attract, retain and motivate high-caliber talents across our business functions.

COMPETITION

TIL therapy has progressed through several stages of development over the past four decades, reflecting continuous advancements in scientific understanding, manufacturing processes, and therapeutic design. Early research-grade TIL approaches established the foundational concept of leveraging a patient's own tumor-resident lymphocytes for antitumor activity but were limited by lengthy preparation times and low cultivation success rates. Subsequent optimization of culture techniques enabled the emergence of GMP-grade, non-genetically modified TIL therapies, culminating in the first regulatory approval of a commercial TIL product for solid tumors in 2024. More recently, the field has moved toward genetically engineered TIL therapies aimed at enhancing antitumor potency and overcoming microenvironment-related barriers. Together, these stages illustrate a clear trajectory of technological refinement and expanding clinical potential for TIL-based treatments.

The global TIL therapy market reached US$103.6 million in 2024 and is expected to expand significantly in the coming years. Market size is projected to grow to US$1,692.2 million by 2030 and US$4,500.6 million by 2035, representing a CAGR of 59.3% from 2024 to 2028 and 21.6% from 2030 to 2035. The first Chinese TIL therapy is anticipated to enter the commercial market around 2027, with the market expected to reach US$200.0 million by 2030. In China, the TIL therapy market is projected to grow rapidly, reaching US$1,077.1 million by 2035, reflecting a CAGR of 40.0% from 2030 to 2035, outpacing global growth rates over the same period.

Multiple players are developing TIL therapies targeting solid tumors. GC101 has entered a registrational Phase II clinical trial in China. According to Frost & Sullivan, GC101 has also obtained the first manufacturing certificate for TIL therapies in China. For detailed discussion, see "Industry Overview — Overview of TIL Therapy Market — Global Competitive Landscape of TIL Therapy."

OUR SHAREHOLDING STRUCTURE

Our Single Largest Group of Shareholders

Immediately following the completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), Dr. Jin, Ms. Yi, Shanghai Qunbo, Shanghai Ruilai, Shanghai Laizhuo, Shanghai Laizhi and Shanghai Laipeng will control an aggregate of [**REDACTED**]% of our total issued share capital. Therefore, Dr. Jin, Ms. Yi, Shanghai Ruilai, Shanghai Qunbo, Shanghai Laizhuo, Shanghai Laizhi and Shanghai Laipeng will be our Single Largest Group of Shareholders upon [**REDACTED**]. For details, see "Relationship with Our Single Largest Group of Shareholders."

Pre-[REDACTED] Investments

We have undertaken seven rounds of Pre-[**REDACTED**] Investments, raised an aggregate proceeds of RMB765.5 million. See "History, Development and Corporate Structure — Pre-[**REDACTED**] Investments" for details of the background of our Pre-[**REDACTED**] Investors and the principal terms of the Pre-[**REDACTED**] Investments. Our Sophisticated Investors which made meaningful investment to us include Kaitai Capital Entities and Furong Investment Entities, which first invested in our Company in March 2021 and January 2020, respectively, and will hold an aggregate of approximately [**REDACTED**]% and [**REDACTED**]% of our total issued share capital upon the completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), respectively.

SUMMARY OF KEY FINANCIAL INFORMATION

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

Summary Consolidated Statements of Profit or Loss and Other Comprehensive Income

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

	For the Year Ended December 31,	
	2024	2025
	(RMB in thousands)	
Other income and gains	3,372	9,918
Research and development costs	(90,990)	(114,932)
Administrative expenses	(24,754)	(49,145)
Finance costs	(51,280)	(78,803)
LOSS BEFORE TAX	(163,652)	(232,962)
Income tax expense	–	(60)
LOSS AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(163,652)	(233,022)
Attributable to:		
Owners of the parent	(163,652)	(233,022)

During the Track Record Period, our other income consists of (i) government grants, (ii) interest income from debt investments at fair value through other comprehensive income ("FVTOCI"), and (iii) bank interest income, and our other gains consist of (i) fair value gains on financial assets at fair value through profit and loss ("FVTPL"), representing our structured bank deposits, (ii) gains on disposal of items of property, plant and equipment, (iii) gain on termination of a lease contract, and (iv) others.

Our research and development costs consist of (i) staff costs, (ii) materials costs, (iii) pre-clinical studies and clinical trials, (iv) depreciation and amortization, (v) share-based payment, and (vi) others. For the years ended December 31, 2024 and 2025, we recorded research and development costs of RMB91.0 million and RMB114.9 million, respectively. In particular, for the years ended December 31, 2024 and 2025, we recorded research and development costs attributable to our Core Product GC101 of RMB60.5 million and RMB83.4 million, respectively, representing 66.5% and 72.6% of our total research and development costs, and 52.3% and 50.8% of our total operating expenses in the corresponding periods, respectively.

Our loss and total comprehensive income for the year increased from RMB163.7 million in 2024 to RMB233.0 million in 2025, primarily due to the increase in finance cost and the increase in research and development costs and administrative expenses as a result of our progress in clinical trial and the expansion of our R&D team.

Summary Consolidated Statements of Financial Position

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated:

	As of December 31,	
	2024	2025
	(RMB in thousands)	
Total non-current assets	114,111	132,713
Total current assets	142,266	299,105
Total current liabilities	35,525	114,348
Net current assets	106,741	184,757
Total assets less current liabilities	220,852	317,470
Total non-current liabilities	550,656	876,936
Net liabilities	(329,804)	(559,466)

Our net liabilities increased from RMB329.8 million as of December 31, 2024 to RMB559.5 million as of December 31, 2025, primarily due to (i) loss and total comprehensive income for the year of RMB233.0 million and (ii) recognition of redemption liabilities on owners' equity of RMB231.4 million, partially offset by capital injection from shareholders of RMB233.4 million.

Our net current assets increased by RMB78.1 million from RMB106.7 million as of December 31, 2024 to RMB184.8 million as of December 31, 2025, primarily due to (i) an increase in current interest-bearing bank borrowings of RMB56.2 million, and (ii) an increase in trade and other payables of RMB22.3 million.

The redemption liabilities on owners' equity will be re-designated from financial liabilities to equity as a result of the automatic conversion into ordinary Shares upon [**REDACTED**], such that our net liabilities position would turn into net assets position.

Summary Consolidated Cash Flows

The following table sets forth our consolidated cash flow data for the periods indicated.

	For the year ended December 31,	
	2024	2025
	(RMB in thousands)	
Net cash used in operating activities	(98,257)	(128,033)
Net cash used in investing activities	(88,742)	(165,629)
Net cash flows from financing activities	231,234	301,917
Net increase in cash and cash equivalents	44,235	8,255
Cash and cash equivalents at the beginning of year	28,191	72,426
Cash and cash equivalents at the end of the year	**72,426**	**80,681**

During the Track Record Period, we incurred negative cash flows from our operations and our operating cash outflows mainly resulted from our research and development costs. Our operating activities used RMB98.3 million and RMB128.0 million for the years ended December 31, 2024 and 2025, respectively. For details, see "Financial Information — Liquidity and Capital Resources — Cash Flows."

Our cash burn rate refers to the average monthly amount of net cash used in operating activities, capital expenditures and lease payments. Assuming an average cash burn rate going forward of 1.3 times the level in 2025, we estimate that our cash and cash equivalents as of December 31, 2025, and other financial assets as of December 31, 2025 will be able to maintain our

financial viability for [**REDACTED**] months from December 31, 2025 taking into account the estimated net [**REDACTED**] from the [**REDACTED**]; or we estimate that we will be able to maintain our financial viability for [**REDACTED**] months from December 31, 2025 without taking into account the estimated net [**REDACTED**] from the [**REDACTED**]. We will continue to monitor our cash flows from operations closely and expect to raise our next round of financing, if needed, with a minimum buffer of 12 months.

KEY FINANCIAL RATIOS

The following table sets forth our selected key financial ratios as of the dates/for the years indicated:

	As of December 31,	
	2024	2025
Current ratio[(1)]	4.0	2.6

Note:

(1) Current ratio is calculated using current assets divided by current liabilities as of the same date.

USE OF [REDACTED]

We estimate that we will receive net [**REDACTED**] from the [**REDACTED**] of approximately HK$[**REDACTED**], after deducting [**REDACTED**], fees and estimated expenses payable by us in connection with the [**REDACTED**], assuming no [**REDACTED**] is exercised and an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**], being the mid-point of the indicative [**REDACTED**] range stated in this Document. We intend to use the net [**REDACTED**] we will receive from this [**REDACTED**] for the following purposes:

- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to advance the clinical development of our Core Product, GC101;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to fund the clinical development of GC203;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to fund the clinical development of our *in vivo* TIL product candidates, including iGC101;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to fund the clinical development of GC301;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to fund the clinical development of GC304;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to upgrade our technology platforms;
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used to strengthen our production management and manufacturing capabilities; and
- approximately [**REDACTED**]%, or HK$[**REDACTED**], will be used for working capital and other general corporate purposes.

See "Future Plans and Use of [**REDACTED**]" for further details.

[**REDACTED**]

[**REDACTED**] EXPENSES

Our [**REDACTED**] expenses represent professional fees, [**REDACTED**] and other fees incurred in connection with the [**REDACTED**]. Assuming an [**REDACTED**] of HK$[**REDACTED**] per H Share, being the mid-point of the indicative [**REDACTED**] range, we estimated that the total [**REDACTED**] expenses for the [**REDACTED**] are approximately HK$[**REDACTED**], accounting for approximately [**REDACTED**] of the gross [**REDACTED**] from the [**REDACTED**] (assuming no H Shares are issued pursuant to the [**REDACTED**]), of which approximately HK$[**REDACTED**] is expected to be charged to our consolidated statements of profit or loss and other comprehensive income upon the completion of [**REDACTED**], and approximately HK$[**REDACTED**] is expected to be accounted for as a deduction from equity upon the completion of [**REDACTED**]. The above expenses comprise of (i) [**REDACTED**]-related expenses, including [**REDACTED**] and other expenses, of HK$[**REDACTED**]; and (ii) non-[**REDACTED**]-related expenses of HK$[**REDACTED**], including (a) fee paid and payable to legal advisors and reporting accountants of HK$[**REDACTED**], and (b) other fees and expenses of HK$[**REDACTED**]. RMB[**REDACTED**] of [**REDACTED**] expenses has been recognized in profit or loss in 2025. The [**REDACTED**] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

DIVIDEND

We have not declared or paid any dividends on our ordinary shares or any other securities during the Track Record Period. On December 1, 2025, we adopted a dividend policy that provides for dividend distribution primarily in the form of cash dividends, subject to our financial performance, capital requirements, liquidity position and other factors considered appropriate by our Board. While we may distribute dividends in accordance with this policy when conditions permit, we currently intend to retain all available funds and earnings, if any, to fund the development and expansion of our business and we do not intend to declare or pay any dividends in the near term. Any future determination to pay dividends will be made at the discretion of our Board subject to our Articles of Association and the PRC Company Law, and may be based on a

number of factors, including our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our Board may deem relevant. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Regulations in the PRC currently 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 confirmed by our PRC Legal Advisor, according to the PRC law, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. We will therefore only be able to declare dividends after (i) all our historically accumulated losses have been made up for; and (ii) we have allocated sufficient net profit to our statutory common reserve fund as described above. Even if these conditions are met, the declaration and timing of dividends will still be subject to our Board's determination based on our financial position, future plans, and other relevant factors.

RECENT DEVELOPMENTS

In February 2026, we obtained the Drug Production License, which is the first manufacturing certificate of its kind for TIL therapies in China.

In May 2026, our registrational Phase II clinical trial of GC101 for advanced melanoma met its primary endpoint, representing a significant clinical milestone for our development program. Reflecting the clinical significance of the results, the study was accepted as a late-breaking abstract and subsequently presented orally at the American Society of Clinical Oncology (ASCO) 2026 Annual Meeting in June 2026.

We expect to incur an increased net loss for the year ending December 31, 2026, primarily due to an increase in finance cost and an increase in research and development costs and administrative expenses as a result of our progress in clinical trial and the expansion of our R&D team.

Since May 2026, China has implemented State Council Decrees No. 818 and No. 828, which establish regulatory frameworks for, among others, cell and gene therapies through (i) the drug registration pathway administered by the NMPA and (ii) the clinical research and clinical translation pathway for new biomedical technologies administered by the National Health Commission. As advised by our PRC Legal Advisor, the regulatory frameworks established under Decrees No. 818 and 828 are both relevant to our TIL product pipeline, and different product candidates may be developed under either pathway, as appropriate, in accordance with the applicable regulatory requirements. Our Core Product, GC101, and key product candidate GC203 are being developed and registered as investigational drugs under the NMPA regulatory pathway in accordance with Decree No. 828. Accordingly, subject to obtaining regulatory approval and compliance with applicable laws and regulations, such products may be supplied to qualified medical institutions nationwide and are not restricted to Class 3A hospitals, free trade zones or any other specified regions. In addition, certain early-stage TIL product candidates may, where appropriate, utilize the clinical translation pathway under Decree No. 818. We will continue to monitor the implementation of Decrees No. 818 and 828 and any related regulatory guidance. See "Regulatory Overview — Laws and Regulations Relating to Drugs."

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this Document, there has been no material adverse change in our financial or trading position since December 31, 2025 (being the date on which the latest consolidated financial information of our Group was prepared) and there has been no event since December 31, 2025 which would materially affect the information shown in our consolidated financial statements included in the Accountants' Report in Appendix I to this Document.