A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was established as a limited liability company in the PRC on April 5, 2006, and was converted to a joint stock limited liability company on March 31, 2008. Our Company completed the listing of our A Shares on the SZSE ChiNext Market (stock code: 300765) on March 22, 2019. For further details on our incorporation and our listing of A Shares, see "History and Corporate Structure—Major Shareholding Changes of Our Company" in this document.

Our registered office is located at No. 62 Zhangju Road, Luancheng District, Shijiazhuang, Hebei Province, PRC. We have established a place of business in Hong Kong at Suite 3206, 32/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong, and were registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on November 10, 2025 under the same address.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in Appendix IV and Appendix V to this document, respectively.

2. Changes in our share capital

The following sets out the changes in our Company's share capital within the two years immediately preceding the issue of this document:

- As approved by the 2023 annual general meeting of the Shareholders on April 9, 2024, our Company issued 2 new A Shares for every 10 existing A Shares to Shareholders by way of capital reserve capitalization on April 25, 2024, representing a total increase of 233,850,790 A Shares. The total share capital of our Company was then increased from 1,170,742,154 to 1,404,592,944 A Shares.

- A repurchase mandate for the repurchase of A Shares for the purpose of future implementation of an employee stock ownership plan or share incentive plan was approved by the fifth meeting of the six session of the Board on September 20, 2023. The repurchase mandate was valid for 12 months from the date of approval. As of September 19, 2024, the repurchase of A Shares was completed under the repurchase mandate, with a total of 12,000,225 A Shares repurchased pursuant to transactions conducted between September 20, 2023 and September 19, 2024, at an average price of RMB26.75 per A Share. Upon repurchase, the repurchased A Shares were held under our Company stock repurchase account, and do not carry any shareholders' rights, including but not limited to voting rights at the Shareholders' meetings and dividend rights. Any repurchased A Shares not granted or transferred within 36 months after the completion of the repurchase shall be cancelled.

Save as disclosed above and as mentioned in the sub-section headed "4. Resolutions of our Shareholders" below, there has been no alteration in our share capital within the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries

Details of our subsidiaries are set out in "History and Corporate Structure—Our Major Subsidiaries" and Note 52 to the Accountants' Report as set out in Appendix I to this document.

The following subsidiary has been established within the two years immediately preceding the date of this document:

Name of subsidiary	Place of establishment	Date of establishment
Megalith Shanghai	PRC	October 10, 2024

There has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

4. Resolutions of our Shareholders

Pursuant to the shareholders' meeting held on October 16, 2025, the following resolutions, among other things, were duly passed:

(a) the [**REDACTED**] by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be [**REDACTED**];

(b) the number of H Shares to be [**REDACTED**] shall not exceed [**REDACTED**]% of the total issued share capital of our Company as enlarged by the [**REDACTED**] (before the exercise of the [**REDACTED**]), and the grant of the [**REDACTED**] of not more than [**REDACTED**]% of the total number of H Shares to be [**REDACTED**] initially under the [**REDACTED**];

(c) subject to the completion of the [**REDACTED**], the adoption of the Articles of Association which shall become effective on the [**REDACTED**]; and

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

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this document that are or may be material:

(a) a share transfer agreement dated September 30, 2025 entered into between our Company and NBP Pharmaceutical

(b) [**REDACTED**].

2. Intellectual Property Rights of our Group

As of the Latest Practicable Date, the following intellectual property rights were, in the opinion of our Directors, material to our Group's business.

(a) Trademarks

As of the Latest Practicable Date, our Group had registered the following trademarks which are material to our business:

No.	Trademark	Registered Owner	Place of Registration
1. . .	恩舒幸	Megalith Biopharmaceutical	Chinese Mainland
2. . .	恩益坦	Megalith Biopharmaceutical	Chinese Mainland
3. . .	石药创新 CSPC CSPC INNOVATION.	Company	Hong Kong
4.. . .	果维康	Hebei GWK	Chinese Mainland

(b) Patents

As of the Latest Practicable Date, our Group had registered the following patents which are material to our business:

No.	Patent	Patent Owner	Type of Patent	Place of registration
1. . . .	Antibody-Drug Conjugate and Use Thereof	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, Macau, Australia, Canada, Europe, Japan, Korea, United States
2. . . .	Pharmaceutical Composition Comprising Antibody-Drug Conjugate	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, Australia, Brazil, Canada, Europe, Indonesia, India, Japan, Malaysia, New Zealand, Singapore, Thailand, United States, Korea
3. . . .	Use of Antibody Drug Conjugate	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, Australia, United States, Canada, Europe, Japan, Korea
4. . . .	Anti-Nectin-4 Antibody, Drug Conjugate, and Preparation Method Therefor And Use Thereof	Megalith Biopharmaceutical	Invention	Chinese Mainland, United States, Australia, Canada, Europe, Hong Kong, Japan, Korea
5. . . .	Pharmaceutical Composition of Recombinant Humanized Anti-Nectin-4 Monoclonal Antibody-MMAE Conjugate Drug	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, Korea, Australia, Canada, Europe, Japan, United States

No.	Patent	Patent Owner	Type of Patent	Place of registration
6. . . .	Use of Antibody-Drug Conjugate Targeting Nectin-4	Megalith Biopharmaceutical	Invention	PCT
7. . . .	Use of Antibody Drug Conjugates Targeting Nectin-4	Megalith Biopharmaceutical	Invention	Chinese Mainland, PCT, Hong Kong
8. . . .	Human programmed cell death 1 receptor antibody, method of preparing same, and use thereof	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, Macau
9. . . .	Antibody-drug conjugate and use thereof	Megalith Biopharmaceutical	Invention	Chinese Mainland, Hong Kong, United States, Europe, Japan, Korea, Canada, Australia, Singapore, Thailand, Malaysia, India, Indonesia, Brazil, New Zealand

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests of the Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and its associated corporations

Immediately following the completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or 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 Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is 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 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 us and the Stock Exchange, in each case once the H Shares are [**REDACTED**].

(b) Interests and short positions of the substantial shareholders in the Shares and underlying Shares of our Company

Save as disclosed in the section headed "Substantial Shareholders" in this document, as of the Latest Practicable Date, our Directors or chief executive are not aware of any other person, not being a Director or chief executive of our Company, who has any interest or short position in the Shares and underlying Shares of our Company which, once the H Shares are [**REDACTED**] (assuming no changes to our issued share capital between the Latest Practicable Date and the [**REDACTED**]), would fall to be disclosed to our Company 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 share capital carrying rights to vote in all circumstances at general meetings of our Company.

(c) Interests of the substantial shareholders in any member of our Group (other than our Company)

Member of our Group	Name of substantial shareholder	Approximate percentage of shareholding interest held by the substantial shareholder
Megalith Biopharmaceutical	NBP Pharmaceutical	20%
Megalith Shanghai	NBP Pharmaceutical	20%

Save as disclosed above, immediately following the completion of the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised), our Directors are not aware of any person, not being a Director or chief executive of our Company, who will have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company).

2. Particulars of Service Contracts and Appointment Letters

We [have entered] into a service contract or appointment letter with each of our Directors. The principal particulars of these service contracts and appointment letters are: (a) each of the contracts is for a term of three years following his/her respective effective date of his/her appointment; and (b) each of the contracts is subject to termination in accordance with their respective terms. The service contracts and appointment letters may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation other than statutory compensation).

3. Directors' Remuneration

The aggregate amount of remuneration (including salaries, wages and other benefits, performance related bonuses and contribution to retirement benefits schemes) and benefits in kind we paid or payable to our Directors in respect of the financial years ended December 31, 2023, 2024 and 2025 were approximately RMB1.01 million, RMB1.46 million and RMB6.24 million, respectively.

Details of our Directors' remuneration are also set out in note 14 of the Accountants' Report set out in Appendix I to this document. Save as disclosed in the Accountants' Report, no other emoluments have been paid or are payable by our Company or any of our subsidiaries to our Directors during the Track Record Period.

One, two and one of the five highest paid individuals were Directors or supervisors respectively, for the years ended December 31, 2023, 2024 and 2025. During the Track Record Period, the total emoluments paid or payable to the remaining four, three and four highest paid individuals by us amounted to RMB2.92 million, RMB1.80 million and RMB4.09 million for the years ended December 31, 2023, 2024 and 2025, respectively.

Under the arrangements currently in force, the aggregate amount of remuneration and benefits in kind payable by our Company to our Directors for the financial year ending December 31, 2026 is estimated to be approximately RMB7.70 million.

None of the Directors (or former Directors) or the five highest paid individuals has been paid any sum of money for the Track Record Period (i) as an inducement to join or upon joining us; or (ii) as compensation for loss of office in connection with the management of the affairs of any member of our Group.

There has been no arrangement under which a Director has waived or agreed to waive any remuneration or benefits in kind during the Track Record Period.

None of the Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, us, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with the promotion or formation of our Company.

4. Fees or commissions received

Save in connection with the [**REDACTED**], no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

5. Disclaimers

(a) None of our Directors or chief executives has any interests and short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is 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 will be required, pursuant to the Model Code to be notified to us and the Stock Exchange, in each case once our H Shares are [**REDACTED**].

(b) None of our Directors or any of the parties listed in the paragraph headed "D. Other Information—6. Qualification of Experts" below is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this document, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us.

(c) None of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group.

(d) Save in connection with the [**REDACTED**], none of the parties listed in the paragraph headed "D. Other Information—6. Qualification of Experts" below: (i) is interested, legally or beneficially, in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

D. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that currently no material liability for estate duty under PRC law is likely to fall upon our Company or any of our subsidiaries under the laws of Hong Kong and the PRC.

2. Litigation

As of the Latest Practicable Date, we are 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.

3. Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The fee payable to the Sole Sponsor in respect of its services as a sponsor for the [**REDACTED**] is US$500,000 and payable by us.

4. Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

5. Promoters

The promoters of our Company comprised CSPC Holdings Company Limited (石藥控股集團有限公司) and Shijiazhuang Pharmaceutical Group Import & Export Trading Co., Ltd. (石家莊製藥集團進出口貿易有限公司), the 2 then Shareholders of our Company as at March 31, 2008 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 benefits 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.

6. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

Name	Qualification
CITIC Securities (Hong Kong) Limited . .	A licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Hai Run Law Firm	Legal adviser to our Company as to PRC laws

Name	Qualification
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
KPMG Advisory (China) Limited Beijing Branch	Transfer pricing consultant

As at the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group 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.

7. Consents of Experts

[Each of the persons named in "—6. Qualification of Experts" has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion (as the case may be) and/or the references to its name included in this document in the form and context in which it is respectively included.]

8. Taxation of holders 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 [**REDACTED**] of members of our Company, including in circumstances where such transactions are effected on the [**REDACTED**]. The rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of the H Shares being sold or transferred. For further details in relation to taxation, please refer to Appendix III to this document.

9. Binding Effect

This document shall have the effect, if an [**REDACTED**] 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 insofar as applicable.

10. Restrictions on Share Repurchases

For details, see the sections headed "Summary of Principal Legal and Regulatory Provisions" in Appendix V and "Summary of the Articles of Association" in Appendix V to this document.

11. Miscellaneous

(a) Within the two years immediately preceding the date of this document:

(i) save as disclosed in the sections headed "Share Capital" and "[**REDACTED**]" in this document and in this Appendix VI, no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;

(ii) save in connection with the [**REDACTED**], no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries;

(iii) there are no bank overdrafts or other similar indebtedness by our Company or other similar indebtedness by our Company or any member of our Group;

(iv) save in connection with the [**REDACTED**], no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share or debenture in our Company.

(b) Our Group has not issued any debentures nor does it have any outstanding debentures or any convertible debt securities.

(c) No share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.

(d) No founder or management or deferred shares of our Company or any of its subsidiaries have been issued or agreed to be issued.

(e) Our Directors confirm that:

(i) there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2025 (being the date to which the latest audited consolidated financial statements of our Group were prepared); and

(ii) there is no arrangement under which future dividends are waived or agreed to be waived; and

(iii) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document.

(f) There are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group.

(g) Save for the A Shares of our Company that are listed on the SZSE ChiNext Market as set out in the sections headed "History and Corporate Structure" and "Share Capital" in this document, no company within our Group is presently listed on any stock exchange or traded on any trading system.

(h) The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).