SUMMARY

This summary aims to give you an overview of the information contained in this **[REDACTED]**. *As this is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full text of this* **[REDACTED]**. *You should read the whole* **[REDACTED]** *including the appendices hereto, which constitute an integral part of this* **[REDACTED]**.

OVERVIEW

We are a China-based comprehensive pharmaceutical enterprise specializing in the treatment of kidney diseases, with growing drug development, manufacturing and commercialization capabilities. We are dedicated to providing diversified therapeutic solutions for the treatment of kidney and hematologic diseases and other major disease areas. We have developed a diversified and differentiated product portfolio that provides an extensive coverage of kidney diseases and also covers other major disease areas such as hematologic, respiratory and dermatologic diseases.

Our Diversified and Differentiated Product Portfolio

As of the Latest Practicable Date, our product portfolio included 27 commercialized drugs and one newly approved drug, comprising five drugs obtained by us as part of the Kyowa Kirin China Acquisition, four drugs licensed-in by us on an exclusive basis in China and 19 third-party CSO drugs. We are committed to introducing original drugs and innovative drugs from leading global pharmaceutical companies into China. By focusing on patent-protected products with robust clinical and treatment evidence established internationally, we are committed to bringing high-quality solutions to the Chinese market.As of the Latest Practicable Date, we produce Regpara® in-house, with its upstream active pharmaceutical ingredients ("**APIs**") and raw materials sourced from external suppliers. Our drug development activities are focused on the selected in-licensed products that require us to assist with local clinical bridging and MAH registration in Chinese mainland.

We generate revenue from (i) sales of pharmaceutical products, comprising our acquired products and in-licensed products, and CSO products, where we act as the principal in the transaction; and (ii) rendering of promotion service, where we act as an agent and service provider to promote CSO products. See "Financial Information — Description of Major Components in Our Results of Operations — Revenue" and "Financial Information — Description of Major Components in Our Results of Operations Gross Profit and Gross Profit Margin" for a breakdown of our revenue by business line. See "Business — Our Business Model — Promotion of CSO Products — CSO Sales Arrangements vs CSO Promotion Arrangements" for more details of our CSO sales arrangements and CSO promotion arrangements.

The following charts summarize our product portfolio:

Our major products and pipeline of innovative products

All of our major products, comprising prescription drugs either obtained as part of the Kyowa Kirin China Acquisition or licensed-in by us, are already commercialized in Chinese mainland, with the exception of Kapruvia® . Kapruvia® recently received regulatory approval from the NMPA in April 2026 and is currently in its pre-launch stage.

SUMMARY

Brand name	Generic name	Indication(s)	MAH	Source of rights in Chinese mainland	Product highlight [1]	Targeted line of treatment	Drug category[2]
Kidney diseases							
Orkedia® (盖優平®) . .	Evocalcet tablet	secondary hyperparathyroidism at the dialysis stage	Kyowa Kirin	Obtained as part of the Kyowa Kirin China Acquisition	The world's only oral novel calcimimetic agent	First-line treatment for secondary hyperparathyroidism	Innovative drug
Regpara® (盖平®) . . .	Cinacalcet hydrochloride tablet	secondary hyperparathyroidism at the dialysis stage	Kyowa Kirin/ WinHealth China	Obtained as part of the Kyowa Kirin China Acquisition	The world's first calcimimetic	First-line treatment for secondary hyperparathyroidism	Innovative drug
Kapruvia® (可沛維®) . .	Difelikefalin injection	moderate-to-severe hemodialysis pruritus	VFMCRP	License in	The only FDA-approved therapy for moderate-to-severe pruritus associated with chronic kidney disease	First-line treatment for moderate-to-severe pruritus in hemodialysis patients	Innovative drug
Coniel® (可力洛®) . .	Benidipine hydrochloride tablet	essential hypertension	Kyowa Kirin	Obtained as part of the Kyowa Kirin China Acquisition	The only domestically commercialized original L-, T-, and N-type triple calcium channel blocker	First-line treatment for primary hypertension	Innovative drug
Hematologic diseases							
Romiplate® (惠爾凝®) . .	Romiplostim injection	adult chronic immune thrombocytopenia ("**ITP**")	Kyowa Kirin	Obtained as part of the Kyowa Kirin China Acquisition	The world's first long-acting thrombopoietin receptor agonist	First-line treatment for thrombocytopenia	Innovative drug; Specialty drug
Gran® (惠爾血®) . .	Filgrastim injection	neutropenia	Kyowa Kirin	Obtained as part of the Kyowa Kirin China Acquisition	The world's first human granulocyte colony-stimulating factor drug	First-line treatment for Grade III–IV neutropenia and hematopoietic stem cell transplantation	Innovative drug; Specialty drug
Rare disease							
Ravicti® (瑞維安®) . .	Glycerol phenylbutyrate oral liquid	UCDs long term management	Immedica Pharma AB	License in	The only oral liquid nitrogen scavenger launched globally in the past decade	First-line treatment for long-term disease management in patients with urea cycle disorders presenting with blood ammonia levels exceeding 80 μmol/L	Innovative drug; Specialty drug

1 Source: CIC

2 According to CIC, innovative drugs refer to globally approved new molecular entities, or NMEs, namely drugs whose active ingredients contain no active moiety that has been previously approved by the relevant regulatory authority. This definition is aligned with the FDA's NME concept and its novel drug framework, under which novel drugs are drugs that had not previously been approved by the FDA or marketed. Unlike generic drugs, which generally reference an existing approved product and contain the same active ingredient, innovative products are approved as original products based on standalone safety and efficacy evidence.

SUMMARY

Brand name	Generic name	Indication(s)	MAH	Source of rights in Chinese mainland	Product highlight [1]	Targeted line of treatment	Drug category[2]
Crysvita® (麟平®) . . .	Burosumab Injection	X-linked hypophosphataemia ("**XLH**") and tumor-induced osteomalacia ("**TIO**")	Kyowa Kirin	License in	The world's only targeted therapy against FGF23 for XLH and TIO	First-line treatment for pediatric patients with X-linked hypophosphatemic rickets (XLH) presenting with signs of rickets; Preferred treatment for adult XLH patients with significant osteomalacia, pseudofractures, or those who are refractory or intolerant to conventional therapy; First-line treatment for adult patients with tumor-induced osteomalacia (TIO) that is unresectable or unlocalizable	Innovative drug; Specialty drug
Poteligeo® (惠爾金®) . .	Mogamulizumab	Sézary syndrome ("**SS**") or mycosis fungoides ("**MF**")	Kyowa Kirin	License in	The world's only CCR4-targeted drug for MF/SS	Preferred second-line treatment for advanced-stage mycosis fungoides and Sézary syndrome	Innovative drug; Specialty drug

Major third-party CSO products

Brand name	Generic name	Indication(s)	MAH	Product highlight[1]	Targeted line of treatment	Drug category
Dermatology, Burn, Plastic and Wound Repair, etc.						
Contractubex® (康瑞保®)	Compound heparin sodium and allantoin gel	hypertrophic scars, keloids and contracture scars	Merz Pharmaceuticals GmbH	China's only onion extract scar treatment with triple-action efficacy	First-line treatment for all types of scars	Innovative drug
Respiratory						
Fluimucil® (富露施®)	Acetylcysteine injection	respiratory tract diseases with thick mucous secretions	Zambon Switzerland Ltd.	China's only IV NAC for respiratory care, delivering superior expectoration and additional antioxidant benefits for lung, kidney, and liver health	First-line mucolytic agent for expectorant therapy in critically ill or hospitalized patients with viscous sputum	Innovative drug
Asmeton® (阿斯美®)	Compound methoxyphenamine capsules	bronchial asthma and asthmatic bronchitis.	Daiichi Sankyo Pharmaceutical (Shanghai) Co., Ltd. (第一三共製藥(上海)有限公司)	Guideline-recommended cough therapy that relieves symptoms by the next day with efficacy rates up to 90%	First-line empirical treatment for cough	Innovative drug
Infectious Diseases						
Monurol® (美樂力®)	Fosfomycin trometamol granules	acute uncomplicated lower urinary tract infections	Zambon Switzerland Ltd.	The only original fosfomycin trometamol granules, characterized by rapid onset, sustained efficacy, and high safety profile	First-line treatment for acute uncomplicated cystitis in non-pregnant women; First-line empirical treatment for acute uncomplicated cystitis during pregnancy	Innovative drug

1 Source: CIC

SUMMARY

Brand name	Generic name	Indication(s)	MAH	Product highlight[1]	Targeted line of treatment	Drug category
Tamiflu® (達菲®)	Oseltamivir phosphate capsules	influenza	Roche Pharma (Schweiz) AG	The original oseltamivir and China's only antiviral approved for both treatment and prevention of influenza A and B	First-line treatment for all types of suspected or confirmed influenza and post-exposure prophylaxis	Innovative drug
Flumarin® (氟嗎寧®)	Flumarin injection	infections caused by susceptible pathogenic bacteria	Shionogi & Co., Ltd.	The only antibiotic suitable for premature infants and newborns that is effective against common drug-resistant bacteria	First-line treatment for community-acquired infections and hospital-acquired infections in pediatric patients (including neonates)	Innovative drug
Hepatology						
Hepa-Merz® (雅博司®)	Ornithine aspartate injection	blood ammonia elevation and hepatic encephalopathy	Merz Pharmaceuticals GmbH	Original LOLA injection with superior efficacy which enables rapid awakening within 6 hours of Hepa-Merz treatment in 94% of patients, and is endorsed for hepatic encephalopathy treatment by numerous national and international guidelines	First-line treatment for precision blood ammonia management	Innovative drug; Specialty drug
Kidney disease						
Perdipine® (佩爾®)	Nicardipine hydrochloride injection	emergency management of perioperative hypertension and hypertensive emergencies	LTL Pharma. Co., Ltd.	Guideline-endorsed first-choice nicardipine injection for hypertensive emergencies and perioperative hypertension, with renal protection efficacy	First-line treatment for hypertensive emergencies	Innovative drug
NESP® (耐斯寶®)	Darbepoetin alfa	anemia in adult patients with CKD who are receiving hemodialysis	Kyowa Kirin	China's first long-acting EPO-α drug and a first-line therapy for renal anemia, widely adopted across Europe and Asia	First-line treatment for renal anemia	Innovative drug; Specialty drug
Insomnia						
Dormicum® (多美康®)	Midazolam maleate tablets	short-term treatment of various types of insomnia or for premedication prior to surgery and instrumental diagnostic procedures	CHEPLAPHARM Arzneimittel GmbH	A short-acting benzodiazepine that helps patients fall asleep quickly with minimal next-day residual effects	First-line treatment for sleep-onset difficulty	Innovative drug

We have established a robust and dynamic business development model driven by multiple strategies, including mergers and acquisitions, in-licensing and strategic partnerships, and the CSO model, which has become the core strength of our growth. We are committed to proactively identifying and evaluating opportunities to expand our presence in our existing therapeutic areas and advance innovative treatment solutions for major diseases in China. In addition, we are expanding our capabilities in drug development, manufacturing and commercialization, forming a virtuous cycle that enables efficient operations.

We have achieved significant business growth. We recorded revenue of RMB887.4 million, RMB901.8 million and RMB1,680.0 million for the years ended December 31, 2023, 2024 and 2025, respectively.

OUR STRENGTHS

We believe the following strengths have contributed to our success and differentiate us from other competitors:

- A comprehensive pharmaceutical enterprise based in China specializing in the treatment of kidney diseases and expanding into hematologic diseases.
- A rich and differentiated product matrix, complemented by a portfolio of competitive products.
- Multi-strategy driven business development model.
- Deep coverage of the treatment of kidney diseases through a comprehensive and differentiated product portfolio.
- Expanding drug development, manufacturing, and commercialization capabilities.
- Experienced management with an outstanding track record, forward-looking vision, and scientific expertise, supported by reputable healthcare industry investors.

OUR STRATEGIES

We are committed to driving equitable and accessible healthcare resources to improve patient health and well-being. To achieve this long-term vision, we plan to implement the following strategies:

- Focus on unmet clinical needs and optimize product portfolio and pipeline layout.
- Further strengthen end-to-end capabilities across drug development, manufacturing, and commercialization to drive sustainable performance growth.
- Further enhance our multi-pronged business development model to achieve comprehensive biopharma transformation.
- Further introduce high-quality products into the Chinese market and beyond.
- Continue to attract and develop the best talent and strengthen our human capital.

SALES AND PROMOTION

We have built a dedicated sales and marketing team consisting of 616 professionals as of December 31, 2025. During the Track Record Period, our sales network covered over 30 provinces (including autonomous regions and municipalities) and more than 300 prefecture-level cities nationwide, reaching over 10,000 hospitals and over 60,000 retail pharmacies as well as leading e-commerce platforms in China. Through the extensive geographical presence of our sales and promotion team, we have established direct contact with hospitals. In line with the customary practice in China's pharmaceutical industry, we have engaged distributors for the sales of our products, and the responsibilities of such distributors are limited to the delivery of our products, and we remain responsible for the promotion of our products to end customers. For the year ended December 31, 2025, we engaged 241 distributors to deliver our products to hospitals, retail pharmacies, e-commerce platforms and other terminal channels. As of December 31, 2023, 2024 and 2025, we had an extensive distribution network of 173, 237, and 241 distributors, respectively.

To the best knowledge of our Directors, during the Track Record Period and up to the Latest Practicable Date, all of our distributors were Independent Third Parties, and none of our distributors were wholly or majority owned by our current or ex-employees. In addition, to the best knowledge of our Directors, there is no other relationship or arrangement (including family, business, financing, guarantee, or otherwise in the past or present) between us and the distributors engaged by us during the Track Record Period.

In addition to our in-house sales and marketing team, we also engage third-party service providers to assist with downstream promotion activities in specified regions to supplement our own team's coverage by leveraging the local resources and execution capabilities of such service providers. The services procured from such third-party service providers primarily include market research and information collection in target regions, and product information dissemination and routine visits at target end-user institutions such as hospitals and pharmacies. Such procurement arrangements were entered into in the ordinary course of business on common commercial terms and at arm's length prices.

BUSINESS DEVELOPMENT

Our business development ("**BD**") team comprises experts with extensive experience in business development and the pharmaceutical industry, including work experiences at multinational corporations such as Takeda, AstraZeneca, Johnson & Johnson, and GE healthcare. The BD team is highly international, with regional presence in Japan, U.S., Europe, in addition to China. The team is structured into dedicated groups according to the stages of business development projects, providing end-to-end support for each stage including scouting and searching, evaluation, term sheet negotiation, due diligence, transaction execution and alliance management, for potential CSO, in-licensing collaborations and mergers and acquisition.

OUR CUSTOMERS AND SUPPLIERS

Our Customers

Our customers primarily consist of distributors of pharmaceutical products and pharmaceutical companies seeking promotion services. For 2023, 2024 and 2025, our revenue from the five largest customers in each year during the Track Record Period in aggregate amounted to RMB486.8 million, RMB539.0 million and RMB972.8 million, representing 54.8%, 59.8% and 57.9% of our total revenue for the respective years. In the same years, revenue generated from our largest customer in each year was RMB159.7 million, RMB170.4 million and RMB369.1 million, representing 18.0%, 18.9% and 22.0% of our total revenue for the respective years. We believe that we do not have material reliance on any single customer. During the Track Record Period, our major customers comprised (i) distributors engaged in the delivery of pharmaceutical products in our portfolio to hospitals, pharmacies, and other terminal channels; and (ii) pharmaceutical companies engaging us to provide promotion services under the CSO model.

Our Suppliers

Our suppliers are primarily suppliers of pharmaceutical products and promotion services. For 2023, 2024 and 2025, purchases from our five largest suppliers in each year during the Track Record Period in aggregate amounted to RMB317.6 million, RMB230.6 million and RMB832.8 million, accounting for 65.4%, 61.9% and 81.1% of our total purchases for the respective years. In the same years, purchases from our largest supplier in each year amounted to RMB123.1 million, RMB93.8 million and RMB457.0 million, accounting for 25.4%, 25.2% and 44.5% of our total purchases for the respective years. We believe that we do not have material reliance on any single supplier. We believe that we have long and stable relationships with our existing major suppliers. According to the CIC Report, it is in line with industry norm to procure a specific pharmaceutical product from a limited number of sources.

Overlapping of Customers and Suppliers

The following table sets forth certain details of two overlapping customer-suppliers:

Customer/ Supplier	Ranking	Year/period	Revenue (RMB in thousands)	% of our total revenue	Purchase (RMB in thousands)	% of our total purchase
Winhealth China/Supplier E . . .	Among five largest customers in, 2023 and 2024 and five largest suppliers during each period in the Track Record Period	2025	—	—	245,858	24%
		2024	91,486	10.1%	83,763	22.5%
		2023	159,720	18.0%	22,313	4.6%
Customer F/Supplier A .	Among five largest customers in 2023 and 2025 and five largest suppliers during each period in the Track Record Period	2025	87,898	5.2%	456,967	44.5%
		2024	10,129	1.1%	93,750	25.2%
		2023	67,572	7.6%	123,097	25.4%

Our Directors have confirmed that all of our revenue and purchases from the overlapping customers and suppliers were conducted in the ordinary course of business under normal commercial terms on an arm's length basis. The terms of our agreements with these overlapping customers and suppliers are substantially the same as those with our other customers and suppliers. Save as disclosed above, during the Track Record Period and as of the Latest Practicable Date, to the best knowledge of our Directors, all of these customers and suppliers were Independent Third Parties. For details, please see "Business — Major Customers and Suppliers — Overlapping of customers and suppliers."

COMPETITION

China's pharmaceutical market is competitive, characterized by rapid changes from technological advances and scientific discoveries. We may face competition mainly from international and domestic pharmaceutical and biotech companies in the areas in which we primarily operate our current business and seek future expansion. See "Industry Overview" for more information about the competitive landscape of the relevant markets for our product portfolio and innovative pipeline. We believe our principal competitive advantages include a comprehensive and diversified product portfolio, effective collaboration and drug development capabilities, strong commercialization capabilities, and our experienced management team. However, some of our future competitors may have greater financial, research, and other resources; greater pricing flexibility; more extensive technical capabilities; greater sales and promotion efforts; longer track record of successfully commercializing new pharmaceutical products; and greater name recognition. For details, please see "Business — Competition."

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]**. See the section headed "Risk Factors" for details of our risk factors, which we strongly urge you to read in full before making an **[REDACTED]** in our Shares. In any such case, the **[REDACTED]** of our Shares could decline, and you may lose all or part of your **[REDACTED]**. Some of the major risks we face include:

- We may not be successful in our efforts to identify, discover, acquire, in-license or develop new product candidates to build or maintain our product pipeline.
- Our products and the third-party products that we sell and/or promote may become subject to centralized procurement, national or other third-party reimbursement practices, healthcare reform initiatives, or unfavorable pricing regulations.

- Our products and the third-party products that we sell and/or promote may fail to achieve the degree of market acceptance by physicians, patients, third-party payors, and others in the medical community necessary for commercial success.
- We may not realize the benefits of licensing or collaboration arrangements, and disputes may arise between us and our collaboration partners.
- Failure to maintain an adequate and stable supply of products or other materials may cause us to lose sales or disrupt our operations.

OUR CONTROLLING SHAREHOLDERS

Immediately upon completion of the **[REDACTED]** and the **[REDACTED]**, assuming the **[REDACTED]** is not exercised, our Ultimate Controlling Shareholders, namely, Mr. Wang, Ms. Hu, Mr. Xing and Ms. Guo, by virtue of the Acting in Concert Deed, will be entitled to exercise **[REDACTED]**% of the voting power at general meetings of our Company through their respective wholly-owned investment holding companies (namely, Supra Brilliant, Acme Gain, Rongshun Technology, Hangzhou Rongshun, Qingyun Technology and Hangzhou Qingyun) and our ESOP shareholding platform controlled by Ms. Hu (namely, Great Reputation). Accordingly, Mr. Wang, Ms. Hu, Mr. Xing, Ms. Guo, Supra Brilliant, Acme Gain, Great Reputation, Rongshun Technology, Hangzhou Rongshun, Qingyun Technology and Hangzhou Qingyun will be a group of our Controlling Shareholders upon **[REDACTED]**.

MAJOR ACQUISITION

Our business relationship with Kyowa Kirin traces back to 2017, when we entered into a strategic partnership with Kyowa Kirin, pursuant to which we became the exclusive CSO for the original antihypertensive drug, Coniel®, in Chinese mainland. In line with our business strategies and plans, and as part of the growth trend of our business, our Group acquired the entire equity interest in Kyowa Kirin China (which subsequently underwent a name change to currently WinHealth China) from Kyowa Kirin (the "**Kyowa Kirin China Acquisition**") in 2024. WinHealth China is principally engaged in the manufacturing and sales of pharmaceutical products. This strategic acquisition expands the size of our business operations and product portfolio and enhances our competitiveness in the industry. According to CIC, the Kyowa Kirin China Acquisition is the first successful acquisition of the PRC entity of a multinational pharmaceutical company by a Chinese pharmaceutical company.

We have fully integrated WinHealth China's operations, including (i) assuming its existing MAH licenses, organizational structure and quality management system, which significantly accelerated the establishment of our full-chain MAH model; (ii) incorporating its supply chain into our unified management system, with safety stock arrangements of three to twelve months for key products and phased localization of production planned; (iii) leveraging cross-functional collaboration between our drug development, production and commercialization teams to enhance development efficiency and mitigate manufacturing risks; (iv) merging its sales team with our existing team and integrating customer resources and channel networks; and (v) integrating back-office functions to optimize cost structures, with key management personnel such as Mr. Wang Xingyao, who held senior managerial roles at WinHealth China for over two decades, overseeing the seamless integration. WinHealth China has retained its key management officers and employees, who have therefore become employees of our Group.

For details of this acquisition, see "History, Development and Corporate Structure — Acquisitions During the Track Record Period" and "Business — Production, Procurement and Inventory of our Product — Kyowa Kirin China Acquisition." Save for the Kyowa Kirin China Acquisition, our Group did not conduct any acquisitions, disposals or mergers that we consider to be material to us during the Track Record Period and up to the Latest Practicable Date.

PRE-[REDACTED] INVESTORS

Up to the Latest Practicable Date, we underwent several rounds of Pre-**[REDACTED]** Investments. See "History, Development and Corporate Structure — Pre-**[REDACTED]** Investments" for further details.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The historical financial information has been prepared in accordance with IFRS issued by the International Accounting Standards Board. All IFRSs effective for the accounting period commencing from January 1, 2025, together with the relevant transitional provisions, have been early adopted by our Group in the preparation of the historical financial information throughout the Track Record Period.

The historical financial information has been prepared under the historical cost convention, except for equity investment at fair value through other comprehensive income, financial assets at fair value through profit or loss, and financial instruments issued to investors and which have been measured at fair value.

Notwithstanding that our Group recorded net current liabilities and net liabilities of RMB869.1 million and RMB489.9 million, respectively, as of December 31, 2025, the Historical Financial Information has been prepared on a going concern basis. Convertible redeemable preferred shares with an amount of RMB1,245.9 million were recorded in current liabilities as of December 31, 2025, in relation to our Series A Preferred Shares and Series B Preferred Shares issued to certain Pre-**[REDACTED]** Investors. Our Preferred Shares, including the Series A Preferred Shares and Series B Preferred Shares underlying the convertible redeemable preferred shares, will convert into ordinary shares at the time of the **[REDACTED]**. Following such conversion, the carrying amount of these preferred shares will be reclassified to share capital/capital reserve, and we will revert to a net assets and net current assets position.

Summary Consolidated Statements of Profit or Loss and Other Comprehensive Income

The following table sets forth our statements of profit and loss for the periods indicated:

	Year ended December 31,		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
Revenue	887,397	901,838	1,679,980
Cost of sales	(384,824)	(345,851)	(804,467)
Gross profit	502,573	555,987	875,513
Other income and gains	3,800	39,109	80,643
Selling and distribution expenses	(327,619)	(325,899)	(467,891)
Research and development expenses	(19,362)	(11,865)	(5,500)
Administrative expenses	(127,452)	(166,156)	(247,718)
Other expenses	(19,599)	(14,080)	(26,310)
Finance costs	(18,926)	(18,240)	(26,069)
Fair value change in financial instruments issued to investors	(10,274)	(47,398)	(238,244)
(LOSS)/PROFIT BEFORE TAX	(16,859)	11,458	(55,576)
Income tax expense	(141)	(2,885)	(23,457)
(LOSS)/PROFIT FOR THE YEAR/PERIOD	(17,000)	8,573	(79,033)

Non-IFRS Measures

To supplement our consolidated financial statements which are presented in accordance with IFRS, we also use the following non-IFRS measures as additional financial measures, which is not required by, or presented in accordance with IFRS:

- We define adjusted net (loss)/profit (non-IFRS measure) for the year as the profit/(loss) for the year adjusted by adding back (i) share-based payments, (ii) **[REDACTED]** expense, (iii) fair value change on financial instruments issued to investors, and (iv) effect of preferred share term modifications.

- We define adjusted EBITDA (non-IFRS measure) as EBITDA (which is the profit/(loss) for the year plus income tax expense, depreciation and amortization expenses, and net finance cost for the year) adjusted by adding back (i) share-based payments, (ii) **[REDACTED]** expense, (iii) fair value change on financial instruments issued to investors, and (iv) effect of preferred share term modifications.

We believe that these non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of certain items. We believe that such measures provide useful information to **[REDACTED]** and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management.

The following table reconciles our non-IFRS measures for the year presented to the most directly comparable financial measures calculated and presented under IFRS.

Adjusted net (loss)/profit (non-IFRS measure)

	Year ended December 31,		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
(Loss)/profit for the year	(17,000)	8,573	(79,033)
Add/(less):			
Share-based payments[(1)]	36	—	5,250
[REDACTED] expenses[(2)]	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Fair value change on financial instruments issued to investors[(3)]	10,274	47,398	238,244
Effect of preferred share term modifications[(4)]	—	—	(69,741)
Adjusted net (loss)/profit (Non-IFRS measure)	**(6,690)**	**55,971**	**112,809**

EBITDA (non-IFRS measure) and adjusted EBITDA (non-IFRS measure)

	Year ended December 31,		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
(Loss)/profit for the year	(17,000)	8,573	(79,033)
Add/(less):			
Depreciation and Amortization	19,233	35,249	67,365
Net finance cost			
Finance costs	18,926	18,240	26,069
Interest income	(1,138)	(8,211)	(2,426)
Net finance cost	17,788	10,029	23,643
Income tax expense	141	2,885	23,457
EBITDA (non-IFRS measure)	20,162	56,736	35,432
Share-based payments[(1)]	36	—	5,250
[REDACTED] expenses[(2)]	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Fair value change on financial instruments issued to investors[(3)]	10,274	47,398	238,244
Effect of preferred share term modifications[(4)]	—	—	(69,741)
Adjusted EBITDA (non-IFRS measure)	30,472	104,134	227,274

Notes:

(1) Share-based payments arise from options granted under the Pre-**[REDACTED]** Share Incentive Plan. This adjustment is made because it is non-cash in nature.

(2) **[REDACTED]** expenses relate to this **[REDACTED]**.

(3) Our financial instruments issued to investors consist of redeemable convertible preferred shares in relation to our Series A Preferred Shares and Series B Preferred Shares issued to certain Pre-**[REDACTED]** Investors, the latter comprising new investments from Series B investors and the conversion of convertible loans completed in August 2025. These Preferred Shares will be reclassified from liabilities to equity as a result of the conversion into ordinary shares upon the **[REDACTED]**. Subsequently, we do not expect to record any further fair value change in financial instruments issued to investors.

(4) In August 2025, we modified the terms of the Series A Preferred Shares to align with those of the Series B Preferred Shares, including adjustments to the annual return rate and other terms. These modifications resulted in a gain recognized in profit or loss.

Description of Major Components in Our Results of Operations

Revenue

During the Track Record Period, we generated revenue from (i) sale of pharmaceutical products; and (ii) rendering of promotion service.

The following table sets forth a breakdown of our revenue by business line for the periods indicated:

	Year ended December 31,					
	2023		**2024**		**2025**	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Types of goods or services						
Sales of pharmaceutical products	590,904	66.6	731,898	81.2	1,526,306	90.9
Rendering of promotion service	296,493	33.4	169,940	18.8	153,674	9.1
Total	**887,397**	**100.0**	**901,838**	**100.0**	**1,679,980**	**100.0**

The following table sets forth a breakdown of the revenue by product across different disease areas for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Kidney diseases	209,976	23.7	341,320	37.8	480,931	28.6
Respiratory and infectious diseases	321,009	36.2	183,949	20.4	620,792	37.0
Hematologic diseases	—	—	61,709	6.8	298,432	17.8
Others[1]	356,412	40.1	314,860	35.0	279,825	16.6
Total	**887,397**	**100.0**	**901,838**	**100.0**	**1,679,980**	**100.0**

Note:

1. Other disease areas primarily include: (i) urea cycle disorders; (ii) hepatology; (iii) insomnia; (iv) dermatology, burn, plastic and wound repair, etc.; and (v) urinary tract infections, etc.

The following table sets forth a breakdown of our revenue from sales of pharmaceutical products by sales channels for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Sales of pharmaceutical products						
Distribution	513,228	86.9	684,600	93.5	1,454,105	95.3
Direct sales	77,676	13.1	47,298	6.5	72,201	4.7
Total	**590,904**	**100.0**	**731,898**	**100.0**	**1,526,306**	**100.0**

During the Track Record Period, we derived substantially all of our revenue from the Chinese mainland.

The following table sets forth a breakdown of our revenue by source of right for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Major drug products						
CSO drugs	660,676	74.4	535,891	59.4	847,581	50.4
Licensed-in drugs	1,547	0.2	10,098	1.1	51,288	3.1
Acquired drugs[(1)]						
In-house produced drugs	—	—	3,636	0.4	42,021	2.5
Other acquired drugs	—	—	201,224	22.3	661,927	39.4
	—	—	204,860	22.7	703,948	41.9
Subtotal	662,223	74.6	750,849	83.2	1,602,817	95.4
Other drugs	225,174	25.4	150,989	16.8	77,163	4.6
Total	**887,397**	**100.0**	**901,838**	**100.0**	**1,679,980**	**100.0**

(1) During the Track Record Period and currently, we have produced Regpara® in-house and undertaken the repackaging of other acquired drugs.

Cost of Sales

During the Track Record Period, our cost of sales primarily consisted of (i) procurement costs relating to sales of pharmaceutical products; and (ii) costs relating to rendering of promotion service.

The following table sets forth a breakdown of our cost of sales by business line for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Sales of pharmaceutical products	378,866	98.5	337,314	97.5	795,172	98.8
Rendering of promotion service	5,958	1.5	8,537	2.5	9,295	1.2
Total	**384,824**	**100.0**	**345,851**	**100.0**	**804,467**	**100.0**

The following table sets forth a breakdown of our cost of sales by nature for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Procurement costs						
Finished products	315,183	81.9	256,067	74.0	592,909	73.7
Raw materials and semi-finished products	11,356	3.0	57,862	16.8	143,408	17.8
Subtotal	326,539	84.9	313,929	90.8	736,317	91.5
Direct labor	—	—	3,226	0.9	14,253	1.8
Manufacturing overhead	—	—	5,423	1.6	24,064	3.0
Other costs[(1)]	58,285	15.1	23,273	6.7	29,833	3.7
Total	**384,824**	**100.0**	**345,851**	**100.0**	**804,467**	**100.0**

Note:

(1) Other costs primarily comprise amortization of royalties, transportation expenses, inventory impairment losses.

The following table sets forth a breakdown of our cost of sales by geographical location of supply source for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
PRC	205,360	53.4	164,494	47.6	515,974	64.3
Germany	57,941	15.1	54,949	15.9	82,350	10.2
Hong Kong	27,530	7.2	29,947	8.6	—	—
Singapore	15,598	4.0	3,817	1.1	361	—
Japan	8,582	2.2	40,617	11.7	147,231	18.3
Switzerland	5,292	1.4	14,423	4.2	11,424	1.4
Other products	3,820	1.0	7,458	2.2	5,022	0.6
Other countries[(1)]	2,416	0.6	6,873	2.0	12,272	1.5
Other costs[(2)]	58,285	15.1	23,273	6.7	29,833	3.7
Total	**384,824**	**100.0**	**345,851**	**100.0**	**804,467**	**100.0**

Note:

(1) Other countries primarily comprise France, Sweden, and Italy.

(2) Other costs primarily comprise amortization of royalties, transportation expenses, inventory impairment losses.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales, and our gross profit margin represents our gross profit as a percentage of our revenue. The following table sets forth our gross profit and gross profit margin by business line for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Sales of pharmaceutical products	212,038	35.9	394,584	53.9	731,134	47.9
Rendering of promotion service	290,535	98.0	161,403	95.0	144,379	94.0
Total	**502,573**	**56.6**	**555,987**	**61.7**	**875,513**	**52.1**

The following table sets forth a breakdown of our gross profit and gross profit margin from the sales of pharmaceutical products by sales channels for the periods indicated:

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Sales of pharmaceutical products						
Distribution	206,084	40.2	388,922	56.8	724,997	49.9
Direct sales	5,954	7.7	5,662	12.0	6,137	8.5
Total	**212,038**	**35.9**	**394,584**	**53.9**	**731,134**	**47.9**

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

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Chinese mainland	499,026	56.8	533,260	63.4	848,737	52.1
Others	3,547	38.0	22,727	37.7	26,776	52.6
Total	**502,573**	**56.6**	**555,987**	**61.7**	**875,513**	**52.1**

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

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	RMB'000	*%*	*RMB'000*	*%*	*RMB'000*	*%*
Major drug products						
CSO drugs	464,527	70.3	357,760	66.8	306,605	36.2
Licensed-in drugs	1,171	75.7	8,185	81.1	41,920	81.7
Acquired drugs	—	—	164,286	80.2	537,689	76.4
Subtotal	465,698	70.3	530,231	70.6	886,214	55.3
Other drugs	95,160	42.3	49,029	32.5	19,132	24.8
Other costs	(58,285)		(23,273)		(29,833)	
Total	**502,573**	**56.6**	**555,987**	**61.7**	**875,513**	**52.1**

As of January 1, 2023, we recorded accumulated losses of RMB519.2 million. These accumulated losses primarily reflect our long-term strategy to build a diversified and differentiated product portfolio which required substantial upfront payments for obtaining distribution and promotion right of various drug products, which were recognized as expenses, reducing our profit before full revenue scale was achieved. In addition, several products remained in the early commercialization and market-building phases at that time, and we prioritized market access, academic promotion and sales network build-out, incurring considerable selling and distribution and related commercialization expenses ahead of scale efficiencies. The accumulated losses were also affected by non-operating financial items, including fair value changes in financial instruments issued to investors and share-based payment expenses, which are recognized in profit or loss and reduced earnings.

Our net results moved from a net loss in 2023, and returned to a net profit for 2024, and recorded a net loss in 2025. We had adjusted net losses (non-IFRS measure) of RMB6.7 million in 2023, primarily due to the significant selling and distribution expenses to support market building for several products, resulting in selling and distribution expenses representing 36.9% of revenue in 2023.

We recorded a net loss of RMB17.0 million for the year ended December 31, 2023. The net loss was primarily attributable to (i) significant selling and distribution expenses of RMB327.6 million to support market building for several products, representing 36.9% of revenue in 2023, as several of our products remained in the early commercialization and market-building phases, and we prioritized market access, academic promotion and sales network build-out, incurring considerable selling and distribution and related commercialization expenses ahead of scale efficiencies; (ii) research and development expenses of RMB19.4 million, primarily consisting of development and registration costs for two of our key rare disease product candidates and clinical trial expenses for Kapruvia®; and (iii) a write-off of uncollectible deposits and advances of RMB15.7 million relating to a supplier guarantee deposit that became non-recoverable after we strategically discontinued a product in 2024 in light of reduced market demand.

We returned to profitability in 2024, primarily driven by the following factors: (i) The Kyowa Kirin China Acquisition completed in September 2024, expanding the scale of our operations and resulting in a strategic upgrade of the product and revenue mix. We added Orkedia®, Regpara®, Romiplate®, and Gran® to our product portfolio, and shifted Coniel® from a promotion service-fee model to a buy-sell model, which, together with channel integration, increased product sales. The acquisition also changed our revenue mix, with sales revenue continued to grow and increase its contribution year-on-year. See "Business — Production, Procurement and Inventory of our Product — Kyowa Kirin China Acquisition" for more details. (ii) We tightened control over operating expenses and achieved enhanced marketing cost efficiency. In 2023, we incurred significant selling and distribution expenses to support market building for several products, including academic promotion and hospital

penetration for our core products. As these products progressed into the growth and maturity stages of their lifecycle by 2024, we dynamically adjusted our promotion strategies in line with our refined lifecycle operation approach, enabling stable revenue to be maintained with improved cost efficiency. On this basis, cost optimization coupled with revenue resilience jointly drove a rapid recovery in profitability. In particular, our selling and distribution expenses remained relatively stable year-on-year at RMB327.6 million in 2023 and RMB325.9 million in 2024 despite the broader business scale, and increased to RMB467.9 million in 2025. Consequently, selling and distribution expenses decreased as a percentage of revenue from 36.9% in 2023 to 36.1% in 2024, and further down to 27.9% in 2025, evidencing continued cost efficiency improvements. (iii) We recognized a one-off gain income (under other income and gain) of RMB27.5 million from the transfer of a product right of a drug product to a third party in 2024. As a result, we achieved revenue of RMB901.8 million and a profit of RMB8.6 million in 2024, marking a turnaround from a loss of RMB17.0 million in 2023.

Notwithstanding the significant improvement in our operating performance, we recorded a net loss of RMB79.0 million in 2025, compared to a net profit of RMB8.6 million in 2024. The net loss in 2025 was primarily attributable to (i) a substantial non-cash fair value change of RMB238.2 million in financial instruments issued to investors, and a gain of RMB69.7 million from the term modifications of Series A instruments, resulting in a total impact of RMB168.5 million, compared to RMB47.4 million in 2024, driven by the increase in the fair value of our Preferred Shares in line with the increase of our Company's valuation and by our Company's modification of the terms of the Series A Preferred Shares to align with those of the Series B Preferred Shares, which included adjustments to the annual return rate and other terms. These modifications resulted in a gain recognized in profit or loss. (ii) **[REDACTED]** expenses of RMB**[REDACTED]** incurred in connection with the **[REDACTED]**; and (iii) share-based payment expenses of RMB5.3 million. These items are non-recurring and/or non-cash in nature. In particular, the preferred shares will be reclassified from liabilities to equity upon their conversion into ordinary shares upon the **[REDACTED]**, and we do not expect to record any further fair value change in financial instruments issued to investors thereafter.

We had an adjusted net profit (non-IFRS measure) of RMB112.8 million in 2025, representing a significant improvement compared to an adjusted net profit (non-IFRS measure) of RMB56.0 million in 2024 and an adjusted net loss (non-IFRS measure) of RMB6.7 million in 2023. This improvement was primarily driven by (i) an 86.3% increase in revenue from RMB901.8 million to RMB1,680.0 million, mainly attributable to the full-year consolidation of WinHealth China and significantly higher sales volume of Tamiflu®. The significantly higher sales volume of Tamiflu® in 2025 was primarily driven by the more severe influenza outbreaks in the spring and winter of 2025 compared to 2024, which substantially increased market demand for anti-influenza therapeutic drugs. Due to the heightened seasonal demand, sales volume of Tamiflu® increased by approximately 387.8% year-on-year and revenue from sales of Tamiflu® increased by approximately 363.8% year-on-year for the year ended December 31, 2025; (ii) a 57.5% increase in gross profit from RMB556.0 million to RMB875.5 million; and (iii) continued cost efficiency gains, with selling and distribution expenses as a percentage of revenue declining from 36.1% in 2024 to 27.9% in 2025. These improvements were partially offset by a decrease in gross profit margin from 61.7% to 52.1%, higher administrative expenses, the non-recurrence of a one-off gain of RMB27.5 million from the transfer of a product right in 2024 in connection with the disposal of exclusive distribution rights in respect of a kidney disease drug product to a third party, representing the difference between the consideration received and the carrying amount of the relevant intangible asset at the date of disposal, higher finance costs, and increased income tax expenses in line with business growth.

Summary of Major Line Items from Consolidated Statements of Financial Position

The following table sets forth selected information from our statements of financial position as of the dates indicated, which has been extracted from the Accountants' Report set out in Appendix I to this document:

	As of December 31,		
	2023	2024	2025
	RMB'000	*RMB'000*	*RMB'000*
Total non-current assets	265,468	662,500	650,397
Total current assets	472,670	726,642	1,188,500
Total assets	738,138	1,389,142	1,838,897
Total current liabilities	1,266,531	1,581,147	2,057,597
Total non-current liabilities	2,402	340,094	271,196
Total liabilities	1,268,933	1,921,241	2,328,793
Net current liabilities	(793,861)	(854,505)	(869,097)
Net liabilities	(530,795)	(532,099)	(489,896)
Share capital	—	—	—
Reserves	(530,795)	(532,099)	(489,896)
Net liabilities	(530,795)	(532,099)	(489,896)

During the Track Record Period, we had net liabilities primarily due to financial instruments issued to investors, recorded as financial liabilities measured at fair value through profit or loss. Fair value change of our Preferred Shares will affect our performance subsequent to the Track Record Period and until conversion at the time of the **[REDACTED]**. Upon such conversion, our Preferred Shares will be converted to share capital/capital reserve upon conversion into ordinary shares, and we will revert back to net assets position.

From an equity movement perspective, as of January 1, 2023, we had net liabilities of RMB503.1 million. Our net liabilities increased by RMB27.7 million to RMB530.8 million as of December 31, 2023, primarily due to (i) a net loss for the year of RMB17.0 million, driven by factors including fair value changes in financial instruments issued to investors of RMB10.3 million recognized in profit or loss; and (ii) exchange differences on translation of our foreign operations of RMB11.1 million, reflecting the depreciation of the Renminbi against the U.S. dollars during the year; partially offset by a fair value gain on our equity investment designated at fair value through other comprehensive income, or the FVOCI Equity Investment, of RMB0.4 million.

Our net liabilities remained relatively stable, increasing slightly by RMB1.3 million from RMB530.8 million as of December 31, 2023 to RMB532.1 million as of December 31, 2024, primarily due to (i) a profit for the year of RMB8.6 million, reflecting our return to profitability driven by revenue growth and improved operational performance following the Kyowa Kirin China Acquisition, (ii) a fair value gain on our FVOCI Equity Investment of RMB1.7 million. However, these positive contributions were more than offset by unfavorable exchange differences on translation of our foreign operations of RMB11.6 million. As a result, total comprehensive loss for the year amounted to RMB1.3 million.

Our net liabilities decreased by RMB42.2 million from RMB532.1 million as of December 31, 2024 to RMB489.9 million as of December 31, 2025, primarily due to a loss for the year of RMB79.0 million, mainly attributable to fair value changes in financial instruments issued to investors of RMB238.2 million and **[REDACTED]** expenses of RMB**[REDACTED]**, partially offset by strong underlying operational performance. This was more than offset by (i) the issuance of ordinary shares in the amount of RMB93.7 million in connection with the allotment and issuance of shares to certain Pre-**[REDACTED]** Investors; (ii) favorable exchange differences on translation of foreign operations and our Company of RMB20.1 million; (iii) share-based payment expenses of RMB5.3 million; and (iv) a fair value gain on our FVOCI Equity Investment of RMB2.2 million.

Current Assets and Current Liabilities

The following table sets forth our current assets, current liabilities, and net current liabilities as of the dates indicated:

	As of December 31,			As of April 30,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (unaudited)
Current assets				
Inventories	146,564	180,680	302,027	246,886
Trade and bills receivables	136,920	190,317	231,386	105,573
Prepayments, other receivables and other assets	13,941	57,326	47,040	64,727
Financial assets at fair value through profit or loss	—	10,000	—	—
Cash and cash equivalents	175,245	288,319	608,047	413,900
Total current assets	**472,670**	**726,642**	**1,188,500**	**831,086**
Current liabilities:				
Financial instruments issued to investors	643,113	880,170	1,245,888	1,329,041
Trade payables	36,738	67,049	135,202	40,559
Other payables and accruals	305,201	322,915	251,211	201,157
Interest-bearing bank loans	277,053	296,311	404,815	160,343
Lease liabilities	4,426	5,041	8,303	3,455
Income tax payable	—	9,661	12,178	—
Total current liabilities	**1,266,531**	**1,581,147**	**2,057,597**	**1,734,555**
Net current liabilities	**(793,861)**	**(854,505)**	**(869,097)**	**(903,469)**

We recorded net current liabilities as of each reporting date, primarily due to the impact of financial instruments issued to investors, recorded as financial liabilities measured at fair value through profit or loss. This item increased from RMB643.1 million as of December 31, 2023, to RMB880.2 million as of December 31, 2024, and further to RMB1,245.9 million as of December 31, 2025, reflecting increases in the fair value of our Preferred Shares, consistent with the growth in our Company's valuation, and, in 2024, the addition of convertible loans classified within the same line item.

Our net current liabilities increased from RMB793.9 million as of December 31, 2023 to RMB854.5 million as of December 31, 2024. The increase was primarily attributable to the growth in current liabilities outpacing the growth in current assets. Driven by the revenue growth and improved operational performance following the Kyowa Kirin China Acquisition, our current assets increased by RMB254.0 million. During the same period, our current liabilities increased by RMB314.6 million, primarily due to an increase of RMB237.1 million in financial instruments issued to investors, reflecting a higher fair value of our Preferred Shares consistent with the growth in our Company's

valuation and the addition of the convertible loan classified within the same line item. Such valuation-driven increase on the liability side was the predominant factor contributing to the expansion of the net current liabilities position.

As of December 31, 2025, we recorded net current liabilities of RMB869.1 million, primarily due to an increase in the carrying amount of financial instruments issued to investors to RMB1,245.9 million (reflecting a higher fair value of our Preferred Shares driven by the growth in the valuation, the issuance of Series B Preferred Shares, and the conversion of convertible loans into our Series B Preferred Shares in August 2025), higher current interest-bearing bank loans of RMB404.8 million and trade payables of RMB135.2 million, partially offset by an increase in current assets including cash and cash equivalents of RMB608.0 million, inventories of RMB302.0 million, and trade and bills receivables of RMB231.4 million.

Our Preferred Shares, including the Series A Preferred Shares and Series B Preferred Shares underlying the convertible redeemable preferred shares, will convert into ordinary shares at the time of the **[REDACTED]**. Following such conversion, the carrying amount of these preferred shares will be reclassified to share capital/capital reserve, and we will revert to a net assets and net current assets position.

For a detailed analysis of our net current liabilities position and our financial instruments issued to investors, see "Financial Information — Description of Major Line Items in Our Consolidated Statements of Financial Position — Current assets and current liabilities."

Summary Financial Data from Consolidated Statements of Cash Flows

The following table sets forth selected cash flow data from our cash flow statements for the periods indicated:

	Year ended December 31,		
	2023	**2024**	**2025**
	RMB'000	*RMB'000*	*RMB'000*
Net cash flows from operating activities	202,002	31,589	96,752
Net cash flows used in investing activities	(162,645)	(364,800)	(103,990)
Net cash flows from financing activities	14,658	444,787	327,200
Net increase in cash and cash equivalents	54,015	111,576	319,962
Cash and cash equivalents at beginning of year	121,792	175,245	288,319
Effects of foreign exchange rate changes, net	(562)	1,498	(234)
Cash and cash equivalents at end of year	175,245	288,319	608,047

For a detailed analysis of our cash flows for the year ended December 31, 2023, 2024 and 2025, please see "Financial Information — Liquidity and Capital Resources — Cash flows."

Key Financial Ratios

The following table sets forth our certain selected financial ratios as of the date indicated:

	As of December 31,		
	2023	2024	2025
Current ratio[(1)]	37%	46%	58%
Quick ratio[(2)]	26%	35%	43%

Notes:

(1) Calculated as total current assets divided by total current liabilities.

(2) Calculated as total current assets (less inventories) divided by total current liabilities.

[REDACTED]

[REDACTED]

This document is published in connection with the **[REDACTED]** as part of the **[REDACTED]**. The **[REDACTED]** comprises:

(i) the **[REDACTED]** of initially **[REDACTED]** Shares (subject to **[REDACTED]**) in Hong Kong as described in " Structure of the **[REDACTED]** — The **[REDACTED]**"; and

(ii) the **[REDACTED]** of initially **[REDACTED]** Shares (subject to **[REDACTED]** and the **[REDACTED]**) outside the United States (including to professional and institutional **[REDACTED]** within Hong Kong) in offshore transactions in accordance with Regulation S as described in " Structure of the **[REDACTED]** — **[REDACTED]**".

The **[REDACTED]** will represent approximately **[REDACTED]**% of the issued share capital of our Company immediately following the completion of the **[REDACTED]**, assuming the **[REDACTED]** is not exercised. If the **[REDACTED]** is exercised in full, the **[REDACTED]** will represent approximately **[REDACTED]**% of the enlarged issued share capital of our Company immediately following the completion of the **[REDACTED]**.

[REDACTED]

DIVIDEND

We are a holding company incorporated under the laws of the British Virgin Islands. As a result, the payment and amount of any future dividends will also depend on the availability of dividends received from our subsidiaries. If we or any of our subsidiaries incur debt on our or its own behalf in the future, the instruments governing the debt may restrict our ability to pay dividends. During the Track Record Period, we did not declare or pay any dividend. As of the Latest Practicable Date, we do not have a formal dividend policy or a fixed dividend distribution ratio.

Any future determination to declare and pay any dividends will be at the discretion of our Board and will depend on, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends, and other considerations that our Board deems relevant. As advised by our BVI legal advisor, so long as we satisfy, on reasonable grounds, the solvency test, namely, (i) the value of our assets exceeds our liabilities, and (ii) we are able to pay our debts as they become due immediately after the distribution, our Directors may authorize a distribution by way of dividend at a time and of such an amount as they see fit, subject to our Memorandum and Articles of Association. Thus, the declaration, payment and amount of dividends will be subject to our Directors' discretion, if they are satisfied, on reasonable grounds, that immediately after the payment of the dividend, the value of our Company's assets will exceed its liabilities and our Company is able to pay its debts as they fall due. **[REDACTED]** should not **[REDACTED]** our shares with the expectation of receiving cash dividends.

[REDACTED] EXPENSES

[REDACTED] expenses represent **[REDACTED]**, **[REDACTED]** and other fees incurred in connection with the **[REDACTED]**. For the years ended December 31, 2023, 2024 and 2025, the **[REDACTED]** expenses incurred amounted to **[REDACTED]**, **[REDACTED]** and HK$**[REDACTED]**, respectively. We expect to incur total **[REDACTED]** expenses of approximately HK$**[REDACTED]** (based on the **[REDACTED]** of HK$**[REDACTED]** per **[REDACTED]**, being the **[REDACTED]** of the **[REDACTED]** range). HK$**[REDACTED]** was charged to profit or loss for the year ended December 31, 2025 and the remaining HK$**[REDACTED]** was recognized as a deduction from equity as of December 31, 2025. The total **[REDACTED]** expenses consist of approximately HK$**[REDACTED]** **[REDACTED]** fees (including SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy) and approximately HK$**[REDACTED]** **[REDACTED]** fees mainly including (i) fees of Sole Sponsor, **[REDACTED]** of approximately HK$**[REDACTED]**; and (ii) other fees and expenses of approximately HK$**[REDACTED]**. Subsequent to December 31, 2025, among the total **[REDACTED]** expenses, approximately HK$**[REDACTED]** is expected to be charged to profit or loss; and approximately HK$**[REDACTED]** directly attributable to the **[REDACTED]** of the Shares, which is expected to be deducted from equity upon the completion of the **[REDACTED]**.

Our total **[REDACTED]** expenses are estimated to account for **[REDACTED]**% of the gross **[REDACTED]** of the **[REDACTED]**. The **[REDACTED]** expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

[REDACTED]

We estimate that we will receive **[REDACTED]** from the **[REDACTED]** of approximately HK$**[REDACTED]** after deducting **[REDACTED]** and other estimated expenses paid and payable by us in the **[REDACTED]** taking into account any additional discretionary incentive fee, assuming an **[REDACTED]** of HK$**[REDACTED]** per Share, being the **[REDACTED]** of the indicative **[REDACTED]** range of HK$**[REDACTED]** to HK$**[REDACTED]** per Share. We intend to use the **[REDACTED]** we will receive from this **[REDACTED]** for the following purposes:

- Approximately **[REDACTED]**%, or HK$**[REDACTED]**, for strengthening our business development capabilities through multiple strategies.
- Approximately **[REDACTED]**%, or HK$**[REDACTED]**, for the expansion of production facilities.
- Approximately **[REDACTED]**%, or HK$**[REDACTED]**, for enhancing commercialization capabilities.
- Approximately **[REDACTED]**%, or HK$**[REDACTED]**, for implementing AI and digitalization initiatives.

Please refer to the section headed "Future Plans and **[REDACTED]**" for more details.

RECENT DEVELOPMENT

Major Developments on Our Products

Kapruvia® recently received regulatory approval from the NMPA in April 2026 and is currently in its pre-launch stage. The approval brings a new treatment option to patients with moderate-to-severe CKD-aP and represents another important milestone for us in kidney diseases.

No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, the Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since December 31, 2025, being the latest date of our consolidated financial statements as set out in Appendix I to this document, and there is no event since December 31, 2025 that would materially affect the information as set out in the Accountants' Report included in Appendix I to this document.

Notwithstanding the foregoing, our Group expects to record a significant increase in net loss for the year ended December 31, 2026. Such expected increase in net loss is primarily attributable to a substantial non-cash fair value change in financial instruments issued to investors, as the fair value of our Preferred Shares, which are recorded as financial liabilities measured at fair value through profit or loss, is expected to increase significantly in line with the increase of our Company's valuation prior to the **[REDACTED]**. The resulting fair value change in financial instruments issued to investors is expected to be considerably larger than the RMB238.2 million recorded in 2025. These items are non-recurring and/or non-cash in nature. In addition, the increase in net loss is expected to be partially attributable to **[REDACTED]** expenses incurred in connection with the **[REDACTED]**. The expected increase in net loss does not reflect any deterioration in the underlying business performance of our Group, and we expect continued growth in revenue and operating profit for the year ended December 31, 2026. Our Preferred Shares, including the Series A Preferred Shares and Series B Preferred Shares underlying the convertible redeemable preferred shares, will convert into ordinary shares at the time of the **[REDACTED]**. Following such conversion, the carrying amount of these preferred shares will be reclassified to share capital/capital reserve, and we will revert to a net assets and net current assets position. Subsequently, we do not expect to record any further fair value change in financial instruments issued to investors.