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Application Proof of



Jingze Biopharmaceutical (Hefei) Co., Ltd

景澤生物醫藥(合肥)股份有限公司

(the “Company”)

(A joint stock company incorporated in the People’s Republic of China with limited liability)

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Jingze Biopharmaceutical (Hefei) Co., Ltd 景澤生物醫藥(合肥)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under : [REDACTED] H Shares (subject to
the [REDACTED]) the [REDACTED])
Number of Hong Kong [REDACTED] : [REDACTED] H Shares (subject to
reallocation)
Number of International [REDACTED] : [REDACTED] H Shares (subject to
reallocation and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per [REDACTED]
plus brokerage of 1.0%, SFC
transaction levy of 0.0027%, Stock
Exchange trading fee of 0.00565% and
AFRC transaction levy of 0.00015%
(payable in full on application in Hong
Kong dollars and subject to refund)
Nominal value : RMB1.00 per H Share
[REDACTED] : [REDACTED]

Joint Sponsors, [REDACTED]



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Prior to making an investment decision, prospective investors should consider carefully all the information set out in this document, including the risk factors set out in “Risk Factors”.

[REDACTED]

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

EXPECTED TIMETABLE

[REDACTED]

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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 this document in its entirety before you decide to invest in the [REDACTED]. There are risks associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in “Risk Factors” of this document. You should read that section carefully before you decide to invest in the [REDACTED]. In particular, we are a biotech 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. Our Core Products are the products for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide. We may continue to incur substantial costs and expenses in relation to our R&D activities for our Core Products, and our Core Products may not be successfully developed or marketed. There are unique challenges, risks and uncertainties associated with investing in companies such as ours. Your investment decision should be made in light of these considerations.

OVERVIEW

We are a biopharmaceutical company with history traced back to 2014, specializing in two markets: assisted reproductive drugs and ophthalmic drugs. We have (1) two Core Products, (a) JZB30, a recombinant human follicle-stimulating hormone (rhFSH) product for injection intended for (i) ovulation stimulation in assisted reproduction treatment, targeting adult female patients requiring controlled ovarian stimulation for anovulatory infertility and (ii) treatment of infertility due to hypogonadotropic hypogonadism, targeting adult male patients, and (b) JZB05, an anti-vascular endothelial growth factor (VEGF) intravitreal injection candidate intended for the treatment of fundus neovascular disease (FND), including wet age-related macular degeneration (wAMD), diabetic macular oedema (DME) and other FNDs, targeting adult patients with active neovascular disease requiring anti-VEGF therapy; and (2) six pipeline products.

WE MAY NOT BE ABLE TO SUCCESSFULLY DEVELOP AND/OR MARKET OUR CORE PRODUCTS, OR ANY OF OUR DRUG CANDIDATES.

OUR PRODUCT PIPELINE

As of the Latest Practicable Date, we were developing a total of eight drug candidates, three of which were in advanced stages, including (i) one candidate for which NDA approval had been granted, (ii) one candidate for which an NDA had been submitted, and (iii) one candidate undergoing Phase 3 clinical trials. Furthermore, we have several other drug candidates at various stages of clinical trials.

The pipeline chart below summarizes the development status of our approved and clinical-stage drug candidates and selected preclinical assets, developed by us, as of the Latest Practicable Date. All of our clinical trials are based on monotherapy and have been authorized and regulated by NMPA, as of the Latest Practicable Date.

SUMMARY

Therapeutic Area	Drug Category	Drug	Registration Category ⁽¹⁾	Source	Indications	Preclinical	IND Approval	Phase 1	Phase 2	Phase 3	NDA filed	Approval	Regulator	Commercialization Rights	Expected Near-term Milestone
Assisted Reproductive	rFSH	★ ZB30	Lypophilized form	Self-developed	Ovulation Stimulation							April 2025	NMPA	Global ⁽¹⁾	Received the New Drug Approval for market launch in April 2025
			Liquid form	Self-developed	Hypogonadotropic hypogonadism					September 2025			NMPA	Global	Phase 3 initiated in September 2025 and expected to complete in the fourth quarter of 2027
		★ ZB33 ⁽³⁾		Self-developed	Ovulation Stimulation						June 2025		NMPA	Global (Excluding EU/UK/US Markets) ⁽²⁾	New Drug Approval in the fourth quarter of 2026
		ZB36	Long-acting	Self-developed	Ovulation Stimulation								NMPA	Global	Timing of Phase 1 to be determined
Ophthalmology	nHLH	★ ZB05 ⁽⁴⁾		Self-developed	Ovulation Stimulation								NMPA	Global	IND submission in 2026
			Normal Concentration (Biosimilars to Eylea®)	Self-developed	FNDs								NMPA	Global	Phase 3 completion in the second half of 2026
	Ocipilasin	★ ZB07	High Concentration	Self-developed	FNDs								NMPA	Global	IND submission in 2026
				Self-developed	sVMA								NMPA	Global	Phase 1 completed in February 2026
	TDN Drug	★ ZB32		Self-developed	PCV								NMPA	Global	Phase 1 completion in 2026
				Self-developed	Fundus Disease								NMPA	Global	IND submission in 2027

Directly Entered into Next Phase⁽⁶⁾

Clinical Trial in China

Our Key Product

Our Core Product

★

Notes:

- (1) For the commercialization of JZB30 in mainland China, we intend to leverage our in-house team and adopt a distributorship model.
- (2) For JZB33, the commercialization rights in the EU, U.K. and U.S. market have been licensed to Nanjing King-Friend Biochemical Pharmaceutical Co., Ltd. (SHA: 603707) (Nanjing King-Friend), a publicly listed company in China, and Nanjing King-Friend will independently handle JZB33's regulatory applications, development and sales in the U.S. In the domestic market, we plan to collaborate with leading pharmaceutical companies to drive sales growth through JZB30's established distribution channels. See "Business — Commercialization, Sales, Marketing and Distribution — Collaboration with Third-Party Distributors" and "Business — Commercialization, Sales, Marketing and Distribution — Collaboration for Overseas Sales and Marketing — Collaboration with Nanjing King-Friend."
- (3) The trial results of JZB33 were carried over from JZB30, which enabled us to share JZB30's Phase 3 clinical trial results with JZB33 to enter into the NDA filing stage for JZB33.
- (4) We entered into an exclusive commercialization agreement with Kangzhe Vision Technology for JZB05 in Chinese Mainland. For details, see "Business — Our Drug Candidates — Our Ophthalmic Drug Candidates — Our Core Product: JZB05 aflibercept solution (a biosimilar to Eylea®) — Collaboration arrangements and commercialization plans."
- (5) Category 3.3 biosimilars in China refer to biosimilar drugs that are highly similar to existing innovative biologics, typically registered based on the quality, efficacy, and safety data of the original drug, after undergoing rigorous clinical validation. Category 3.2 biologics refer to biologic drugs that have already been marketed abroad but not yet approved to be manufactured and marketed domestically. Category 2.2 improved biological drugs refer to biological drugs improving domestically or internationally marketed products to enhance the safety, efficacy, and quality control, making them significantly advantageous and adding new indications not approved domestically or internationally and/or changing the target patient population. Category 1 biologics refer to innovative therapeutic biological products that have not been approved for commercialization domestically or internationally.
- (6) In China, biosimilars may be exempt from Phase 2 clinical trials if analytical, non-clinical, and Phase 1 pharmacokinetic/pharmacodynamic studies sufficiently demonstrate high similarity to the reference biologic.

SUMMARY

Our Core Products

JZB30 is positioned to become our first commercialized product in assisted reproduction. It is a rhFSH product in lyophilized form, developed by us as an ovulation stimulation drug for use in assisted reproduction cycles. *JZB30* is a biosimilar to Gonal-F® lyophilized form, an imported product that held the highest market share in the global ovulation stimulation market in 2024 and the first quarter of 2025. We have completed Phase 1 and Phase 3 clinical trials, conducting head-to-head comparisons between *JZB30* and Gonal-F® for controlled ovarian stimulation in assisted reproduction treatment, and we received its NDA approval from the NMPA in April 2025. We are also developing *JZB30*'s indication expansion for hypogonadotropic hypogonadism.

JZB05 is expected to become our first commercialized product in ophthalmology. It is a self-developed anti-VEGF intravitreal injection candidate, primarily intended for the treatment of wAMD, DME, and other FNDs. *JZB05* is a biosimilar to aflibercept (Eylea®), the best-selling ophthalmic and anti-VEGF drug globally. According to Frost & Sullivan, aflibercept (Eylea®) achieved annual global sales of US\$9.5 billion in 2024. As of the Latest Practicable Date, *JZB05* has completed Phase 1 clinical studies comparing it head-to-head with Eylea® and entered Phase 3 clinical trials in September 2023 for further comparison. We anticipate completing Phase 3 trials and submitting an NDA for marketing authorization in the second half of 2026.

We own all of the PRC invention patents relating to our Core Products. As of the Latest Practicable Date, we held a total of seven granted invention patents, one granted design patent and two pending invention patent applications in the PRC for our Core Products.

- For *JZB30* (rhFSH, lyophilized), we held three granted invention patents, namely ZL201910704414.5 (rhFSH and its preparation method), ZL202110272276.5 (FSH purification method) and ZL201910703218.6 (a purification method for high-purity rhFSH) and one granted design patent, namely CN309727907S (packaging box of rhFSH for injection). We also had two pending invention patent applications, including a divisional application for lyophilized FSH formulations (Application No. CN202310223677.0) and a method for detecting charge heterogeneity (Application No. CN202410216487.0).
- For *JZB05* (recombinant human VEGF receptor-antibody fusion protein), we held four granted invention patents, namely ZL202011112058.7 (virus removal/inactivation method), ZL202011112039.4 (preparation method for a recombinant human antibody fusion protein), ZL202210108226.8 (preparation method for a recombinant human antibody fusion protein and ZL202211619842.6 (preparation method for a recombinant human anti-VEGF antibody fusion protein).

Our Key Products

JZB33 is our self-developed rhFSH candidate in liquid form, developed as an ovulation stimulation drug for use in assisted reproduction cycles. It is a biosimilar to Gonal-F® liquid form. Building on the foundation of *JZB30*, *JZB33* features a liquid formulation and is provided with a pre-filled, cartridge-based injection pen. This enables easier pressure-assisted self-administration, significantly improves convenience.

Leveraging our clinical research on *JZB30*, we obtained NMPA approval to simplify the clinical development of *JZB33*, allowing it to proceed to the NDA filing stage through bioequivalence trials focused on pharmacokinetic parameters compared to the reference drug (Gonal-F®), along with *JZB30*'s Phase 3 clinical trial results. We completed the bioequivalence study for *JZB33* and submitted an NDA in June 2025, which has been accepted for review.

JZB32 is our self-developed recombinant human truncated plasmin (ocriplasmin) biologic candidate, developed for the treatment of sVMA. Ocriplasmin addresses the structural instability defects of endogenous plasmin while retaining its catalytic properties to dissolve adhesions, making it a “molecular scalpel.” Unlike vitrectomy, which relies on physically cutting and removing

SUMMARY

adhesions with microscopic surgical tools, ocriplasmin enzymatically targets abnormal adhesion components as its substrate, enabling rapid and precise degradation. This mechanism releases the vitreous from its traction on the retina, helping to preserve vision. According to Frost & Sullivan, JZB32 is the only ocriplasmin product under clinical development in China. As of the Latest Practicable Date, JZB32 had completed Phase 1 clinical trials for the sVMA indication.

Beyond sVMA, we are also exploring JZB32’s potential application in other fundus diseases. A Category 2.2 improved biological product study is currently underway to evaluate JZB32 for the treatment of polypoidal choroidal vasculopathy (PCV), further unlocking its clinical potential.

MARKET OPPORTUNITIES

Assisted Reproductive Drugs

Assisted reproductive drugs primarily include down-regulation drugs, ovulation stimulation drugs, and luteal support drugs. Among them, according to Frost & Sullivan, the ovulation stimulation drug segment is one of the most significant in assisted reproduction cycles, with FSH drugs recommended by numerous domestic and international guidelines as first-line treatments for ovulation stimulation. FSH drugs also account for the largest proportion of drug costs in an assisted reproduction cycle. According to Frost & Sullivan, China’s assisted reproductive drug market size increased from RMB4.2 billion in 2019 to RMB5.8 billion in 2025 with a compound annual growth rate (“CAGR”) of 5.4%. It is expected to continue to increase with a CAGR of 12.8% from 2026 to 2030, reaching RMB11.3 billion.

Ophthalmic Drugs

According to Frost & Sullivan, China’s ophthalmic drug market size increased from RMB19.4 billion in 2019 to RMB31.5 billion in 2025 with a CAGR of 8.4%. It is expected to continue to increase to RMB51.9 billion in 2030 with a CAGR of 11.2% from 2026 to 2030. In this market, (i) anti-VEGF drugs are recommended as first-line therapies for fundus neovascular diseases (“FND”), which mainly includes wet age-related macular degeneration (“wAMD”), diabetic retinopathy (“DR”), retinal vein occlusion (“RVO”), and myopic choroidal neovascularization (“mCNV”). According to Frost & Sullivan, China’s anti-VEGF drug market for FNDs has expanded at a CAGR of 17.7% from 2019 to 2025, reaching RMB6.4 billion in 2025, and is expected to expand at a CAGR of 13.4% from 2026 to 2030, reaching RMB12.6 billion; and (ii) for vitreoretinal interface diseases, there are currently no specific treatments available for symptomatic vitreomacular adhesion (“sVMA”) in China. Even with early diagnosis, the condition is managed conservatively, and patients often endure severe vision impairment before resorting to highly invasive vitrectomy, which physically relieves the adhesion but offers limited vision preservation. Meanwhile, according to Frost & Sullivan, number of sVMA patients in China grew from 37.1 million in 2019 to 42.9 million in 2025, with a CAGR of 2.5%. It is estimated that by 2030, the number of sVMA patients in China will reach 48.6 million, growing with a CAGR of 2.5% from 2026 to 2030. As of the Latest Practicable Date, our JZB32 (ocriplasmin biologic candidate) is the first and only in-development drug treatment for sVMA in China, according to Frost & Sullivan.

OUR APPROACH

We focus on developing molecules and seek to provide comprehensive therapeutic solutions to address medical needs in assisted reproductive treatments and ophthalmology therapies. We adopt a therapeutic area-focused approach and share certain R&D, manufacturing and commercial resources across different drug candidates, which we believe will improve operational efficiency.

Our Core Products, JZB30 and JZB05, anchor a stepwise pipeline from biosimilars to improved biological drugs and innovative therapies within our two focus areas. We design our portfolio for distinct use cases, patient segments and price bands, and the component and biological similarity that certain of our product candidates bear to Core Products facilitate the streamlining of our development process. In rhFSH, JZB30 is a lyophilized product for individualized, physician-adjusted dosing during controlled ovarian stimulation (COS), JZB33 is a liquid formulation in a

SUMMARY

prefilled pen for home/self-administration, and JZB36 is a long-acting rhFSH intended to cover the early COS phase with a single injection. In aflibercept, JZB05 (2 mg) is positioned as an accessible baseline therapy, while JZB07 (8 mg) is a premium, high-concentration option designed for extended dosing intervals. We will support appropriate regimen sequencing through evidence-based medical education and scientific exchange, and maintain differentiated price bands and portfolio stewardship.

We plan to price JZB30 for access and breadth, JZB33 at a convenience premium, and JZB36 at a long-acting premium, supporting distinct use scenarios across the COS cycle. Therefore, (i) JZB30 will address dose-flexible, cost-sensitive scenarios, including tier-2/3 city centers, county-level infertility clinics and medical alliance units, and fill the gap as competing lyophilized products withdraw. We also anticipate a potential centralized procurement scenario for lyophilized products in 2027 and correspondingly position JZB30 as our leading centralized procurement product; and (ii) JZB33 will focus on mainstream competition in large reproductive centers and provincial hubs, supported by expanded specifications and iterative prefilled pen improvements to strengthen differentiation and patient convenience. The combination of JZB30 and JZB33 enhances our products’ synergistic competitiveness, which could position us to take market share from both uFSH and imported rhFSH products. JZB36, our rhFSH-CTP biologic candidate, is specifically developed as a long-acting rhFSH product in the ovulation stimulation drug segment. It expands the range of convenient treatment options for patients undergoing ovulation stimulation, catering to the diverse needs of different patient groups. We also developed JZB35, a recombinant human luteinizing hormone (rhLH) candidate in the ovulation stimulation drug segment. When combined with JZB30 or JZB33 during the ovulation stimulation process, JZB35 can further stimulate follicular development, particularly in female patients with insufficient endogenous LH, helping to address incomplete follicular maturation.

For aflibercept products, we strategically plan to price JZB05 for broad access at regular dosing, catering to patient population with stronger price sensitivity, and JZB07 as a premium upgrade to primarily cater to patients that pursue elevated treatment experience due to its high concentration and extended dosing intervals. We intend to maintain tiered pricing and evidence-based medical education to support appropriate use, alongside portfolio stewardship.

OUR R&D TECHNOLOGIES

We have established proprietary technology platforms that encompass the discovery, process development and production of biologics, enabling support from early research through commercialization. Our technology platforms comprise, among others, (i) a drug discovery technology platform (“TDN”) supporting innovative nucleic-acid programs, and (ii) two platforms critical to our Core Products: an advanced precision control process development platform and an integrated production technology platform. See “Business — Our Technology Platforms.” The effectiveness of this comprehensive and scalable approach is showcased by our diverse product pipeline and by several drug candidates in the fields of assisted reproductive drugs and ophthalmic drugs. The development of these platforms has been integral to the development and future commercial-scale readiness of our Core Products, JZB30 and JZB05. Our Core Products also anchor and validate our technologies and inform follow-on candidates across assisted reproduction and ophthalmology.

Our research and development expenses attributable to our Core Products amounted to RMB62.2 million, RMB55.1 million, RMB20.4 million and RMB16.2 million in 2024, 2025, the four months ended April 30, 2025 and 2026, respectively, which accounted for 46.9%, 54.1%, 62.1% and 54.4% of our total research and development expenses, for the respective years/periods. We may continue to incur substantial research and development costs for our Core Products going forward. See “Business — Our Technology Platforms” and “Business — Research and Development.”

SUMMARY

MANUFACTURING

We have independently established commercial-scale production lines based on eukaryotic and prokaryotic expression systems to ensure a stable and cost-effective product supply.

Our production facilities, located in Chengdu, Sichuan, and Xuzhou, Jiangsu (the Xuzhou facility has completed construction and is undergoing facility validation as of the Latest Practicable Date), are designed to operate in compliance with GMP standards and have a combined planned production capacity exceeding 5,000L. These facilities are equipped with eukaryotic and prokaryotic expression system production lines that can meet the manufacturing demands of various protein-based drugs, with allocated production capacity tailored to support both current and future pipeline needs. In 2024, 2025 and the four months ended April 30, 2026, our Chengdu site recorded drug substance line utilization rates of 36.6%, 32.9% and 39.1%, respectively. As we had not commenced commercial production during the Track Record Period, the Chengdu output and utilization reflected sample production for preclinical and clinical trials. Our Xuzhou site has completed construction and is undergoing facility validation as of the Latest Practicable Date. We are preparing our Chengdu facility for dedicated-line commercial production of high-activity products, with a target to commence in-house commercial manufacturing of JZB30 in the second half of 2026, subject to regulatory approvals and validation. We expect this transition to enhance cost control and supply continuity for JZB30.

COMMERCIALIZATION, SALES, MARKETING AND DISTRIBUTION

We commercialize our products through our in-house team as well as collaborations tailored to different products. Our commercialization strategy relies on collaboration tailored to specific products and regions: (i) for our core ophthalmology pipeline in Chinese Mainland, we have entered into an exclusive commercialization agreement for JZB05 with Kangzhe Vision Technology, a subsidiary of CMS. We selected Kangzhe for its established nationwide ophthalmology portfolio and expert network, which is expected to accelerate market access and academic adoption, while maintaining control over commercialization; (ii) for overseas markets, we collaborate with Rxilient Medical Pte. Ltd., another CMS subsidiary, to register and commercialize JZB30/JZB33 and JZB05 in certain territories by leveraging an efficient regulatory reliance strategy. We also collaborate with King-Friend Biochemical Pharmaceutical Co., Ltd. to support the registration and commercial promotion of our FSH product, JZB33, in the U.S. market by licensing our proprietary technology and cell line.

We plan to leverage our expertise and deepen our presence in our focused therapeutic areas by building an efficient and highly specialized marketing team in the future. We aim to use this team to establish connections with a wide range of participants in the pharmaceutical sales and distribution chain, supporting our partners in expanding the market. These efforts are expected to lay a solid foundation for the successful commercialization of our other candidate drugs.

RAW MATERIALS AND SUPPLIERS

We procure raw materials from suppliers based on our drug candidates’ development plans. Our raw materials primarily include reagents, cell culture media, chromatography resins, excipients, glucose, and polysorbate, as well as other medical consumables like single-use perishables and packaging bags.

During the Track Record Period, our suppliers mainly included those providing third-party contracting services for preclinical and clinical studies, as well as raw materials, consumables, and equipment necessary for developing our drug candidates. In 2024, 2025 and the four months ended April 30, 2026, our purchases from our five largest suppliers in each year/period during the Track Record Period were RMB28.3 million, RMB13.9 million and RMB3.6 million, accounting for approximately 36%, 30% and 40% of our total purchases, for the respective years/periods.

See “Business — Raw Materials and Suppliers.”

SUMMARY

COMPETITION

The development and commercialization of both biosimilars and biologic drugs are highly competitive and rapidly evolving. Our Core Products and key products compete with approved and clinical-stage drugs targeting similar indications and patient populations, and these competing products may have significant strengths and advantages compared to ours.

See “Industry Overview” for more details.

OUR STRENGTHS

We believe the following competitive strengths have fueled our success and will continue to drive our future growth: (i) Focused on the Needs of “the Elderly and the Young,” Building a Leading Brand in Assisted Reproduction and Ophthalmology; (ii) Developing a Diverse Portfolio to Meet Key Needs in Assisted Reproduction; (iii) Exploring High-quality Biosimilars and Innovative Therapeutics That Target Vision-Threatening Eye Diseases; (iv) R&D Technologies with High Applicability and Scalability Driving the Continuous Advancement of Our Product Pipeline; (v) In-house Commercial-scale Production Capabilities Ensuring Stable, Cost-effective Product Supply; and (vi) A Visionary and Experienced Management Team, Coupled with Strong Shareholder Support, Forming Synergistic Effects.

OUR STRATEGIES

We will continue to pursue the following strategies to drive further growth: (i) Accelerate the Time-to-Market of the Drug Candidates in Our Existing Pipeline; (ii) Continue to Advance Drug Candidates to Seize Market Opportunities; (iii) Expand Our Pipeline to Address More Clinical Needs; (iv) Optimize Drug R&D and Production Capabilities across the Value Chain; and (v) Continue to Actively Seek and Deepen Strategic Partnerships.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information during the Track Record Period. The summary financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements as set out in the Accountants’ Report in Appendix I to this document, including the related notes. Our consolidated financial information was prepared in accordance with IFRSs.

Results of Operations

	Year Ended December 31,		Four months ended April 30,	
	2024	2025	2025	2026
	(in RMB thousands)			
	(unaudited)			
Other income	12,381	2,063	541	675
Research and development expenses	(132,738)	(101,724)	(32,861)	(29,704)
Administrative expenses	(50,875)	(66,536)	(16,692)	(24,157)
Other expenses	(1,103)	(212)	—	(89)
Changes in the carrying amount of other financial liability	20,657	—	—	—
Finance costs	(91,053)	(103,975)	(33,215)	(36,054)
LOSS BEFORE TAX	(242,731)	(270,384)	(82,227)	(89,329)
Income tax credit/(expense)	(12)	12	19	7
LOSS AND TOTAL				
COMPREHENSIVE LOSS FOR THE YEAR	(242,743)	(270,372)	(82,208)	(89,322)
Attributable to:				
Owners of the parent	(239,852)	(270,503)	(82,203)	(89,293)
Non-controlling interests	(2,891)	131	(5)	(29)

SUMMARY

In 2024, 2025, the four months ended April 30, 2025 and 2026, our loss amounted to RMB242.7 million, RMB270.4 million, RMB82.2 million and RMB89.3 million, respectively, primarily due to our research and development expenses, administrative expenses and finance costs as we continued to advance our portfolio and sought additional funding during the Track Record Period.

Financial Position

	As of December 31,		As of April 30,
	2024	2025	2026
Total non-current assets	245,205	259,027	265,221
Total current assets	80,367	54,458	93,771
Total assets	325,572	313,485	358,992
Total non-current liabilities	178,941	181,688	181,811
Total current liabilities	1,405,029	1,618,306	1,745,299
Total liabilities	1,583,970	1,799,994	1,927,110
Net current liabilities	(1,324,662)	(1,563,848)	(1,651,528)
Deficits			
Equity attributable to owners of the Company			
Share capital	60,000	61,688	62,212
Reserves	(1,316,079)	(1,546,009)	(1,628,113)
Non-controlling interests	(2,319)	(2,188)	(2,217)
Total deficit	(1,258,398)	(1,486,509)	(1,568,118)

Our net current liabilities increased from RMB1,563.8 million as of December 31, 2025 to RMB1,651.5 million as of April 30, 2026, primarily due to an increase in our interest-bearing bank and other borrowings, other payables and accruals, and redemption rights liabilities, partially offset by an increase in cash and bank balances and other current assets.

Our total deficit increased from RMB1,486.5 million as of December 31, 2025 to RMB1,568.1 million as of April 30, 2026, primarily due to the loss incurred during the period, as reflected in the further increase in accumulated deficits, partially offset by an increase in share capital.

Our net current liabilities increased from RMB1,324.7 million as of December 31, 2024 to RMB1,563.8 million as of December 31, 2025, primarily due to an increase in our redemption right liabilities, interest-bearing bank borrowings, trade payables and other payables and accruals, coupled with a decrease in our cash and cash equivalents.

Our total deficit increased from RMB1,258.4 million as of December 31, 2024 to RMB1,486.5 million as of December 31, 2025, primarily due to the annual loss recognized in 2025 as a result of our ongoing research and development activities, partially offset by the equity recognized under the share award plan.

See “Consolidated Statements of Changes in Equity” in “Appendix I — Accountants’ Report.”

Upon [REDACTED], all of our outstanding preferred shares will automatically convert into ordinary shares in accordance with our articles and the terms of the [REDACTED] financings. As a result, the associated redemption right liabilities (RMB1,548.0 million as of May 5, 2026) will be re-designated from liabilities to equity. Considering such automatic conversion and the net [REDACTED] from the [REDACTED], we would turn from a net liabilities position to net assets position.

SUMMARY

Cash Flows

The table below sets forth our cash flows for the periods indicated.

	Year Ended December 31,		Four Months Ended April 30,	
	2024	2025	2025	2026
	<i>(in RMB thousands)</i>		<i>(unaudited)</i>	
Operating cash flows before movements in working capital	(148,904)	(129,286)	(40,596)	(37,132)
Changes in working capital . . .	27,112	11,145	11,408	83
Net cash used in operating activities	(121,792)	(118,141)	(29,188)	(37,049)
Net cash used in investing activities	(37,854)	(20,747)	(9,728)	(4,465)
Net cash generated from financing activities	148,294	111,802	(2,590)	81,069
Net (decrease)/increase in cash and cash equivalents .	(11,352)	(27,086)	(41,506)	39,555
Cash and cash equivalents at beginning of the year	79,938	68,586	68,586	41,500
Cash and cash equivalents at ending of the year	68,586	41,500	27,080	81,055

In 2024, 2025 and the four months ended April 30, 2025 and 2026, our net cash used in operating activities amounted to RMB121.8 million, RMB118.1 million, RMB29.2 million and RMB37.0 million, respectively, primarily due to loss generated in each of the respective years/periods as we continued to advance our drug portfolio during the Track Record Period.

Our cash burn rate refers to our average monthly (i) net cash used in operating activities, which includes research and development expenses, and (ii) capital expenditures. Taking into account our cash and bank balances and bank facilities unutilized as of May 31, 2026, and assuming average monthly net cash used in operating activities and capital expenditures going forward of 1.1 time of the average level in 2025, we estimate we will be able to maintain our financial viability for 14 months; or, 46 months if we take into account the net [REDACTED] from [REDACTED], assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the low end of the indicative [REDACTED] range). Our Directors and our management team will continue to monitor our working capital, cash flows and our business development status and expect to raise our next round of financing, if needed.

Separately, we have been strengthening our financial position through the completion of our Series C+ financing in January 2026 and the securing of additional bank facilities. Excluding the [REDACTED] and taking into account (i) our cash and bank balances as of May 5, 2026 (ii) our completed Series C+ financing, and (iii) our existing bank loans and available bank facilities, we expect to have sufficient working capital for at least the next 12 months from the date of this document without relying on the [REDACTED] from the [REDACTED]. As of May 5, 2026, our total bank facilities were approximately RMB215.0 million, of which approximately RMB103.8 million was undrawn. Should the [REDACTED] not proceed as scheduled or be subject to delay, we can draw down our undrawn bank facilities and seek additional financing from banking and equity sources to support our operations.

SUMMARY

Taking into account the above financial resources, including the estimated net [REDACTED] from this [REDACTED], the Directors are of the opinion that we have sufficient working capital to cover at least 125% of our costs, including administrative and operating costs and research and development costs, for more than the next 12 months from the date of this document.

Key Financial Ratios

	As of December 31,		As of April 30,
	2024	2025	2026
Current ratio	5.7%	3.4%	5.4%
Quick ratio	5.5%	3.1%	5.1%

For details, see “Financial Information — Key Financial Ratios”.

RISK FACTORS

We face risks including those set out in the section headed “Risk Factors.” As different investors may have different interpretations and criteria when determining the significance of a risk, you should read the “Risk Factors” section in its entirety before you decide to invest in our [REDACTED]. Some of the major risks that we face include: (i) We depend substantially on the success of our drug candidates, almost all of which are undergoing preclinical or clinical development. If we are unable to successfully complete preclinical programs or clinical development of our drug candidates, obtain regulatory approvals or achieve commercialization for our drug candidates, or experience significant delays or cost overruns in doing any of the foregoing, our business prospects will be significantly impacted; (ii) Clinical development involves a lengthy and expensive process with no assured outcome; (iii) Our drug candidates will be subject to intense competition with biologic drugs and other drugs for assisted reproduction and ophthalmology after commercialization and may fail to compete effectively against competitors; (iv) Certain of our biosimilar candidates may not be as advanced in development as some of the equivalent biosimilar candidates being developed by our competitors, which may result in our competitors capturing significant first-entrant advantages with respect to their products; and (v) We have relatively limited experience in manufacturing drugs on a large commercial scale, which is a highly exacting and complex process.

OUR [REDACTED] INVESTORS

We have conducted six rounds of [REDACTED] investments with our [REDACTED] Investors since 2018 with a total proceeds of approximately RMB1,041.04 million raised. Among our [REDACTED] Investors, Xiamen Yinglian, Jiaying Yinglian and Yingjia Investment, collectively, the “Yinglian SI”, being our sophisticated investors, have made meaningful investment in the Company at least six months before the [REDACTED] and will be collectively interested in approximately [REDACTED]% of the total issued share capital of the Company upon the completion of the [REDACTED] in total (assuming that the [REDACTED] is not exercised). For further details of the identities and background of the [REDACTED] Investors and the principal terms of the [REDACTED] investments, see “History and Development — Details of the [REDACTED] Investments.”

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As at the Latest Practicable Date, Mr. Peng was interested in approximately 32.13% of the total issued Shares, comprising approximately 25.50% direct interest and approximately 6.63% indirect interest through Jingze Zhongzhi and Jingze Zhongkang, whose general partner controlling and directing the exercise of the voting rights of the Shares held by Jingze Zhongzhi and Jingze Zhongkang is Mr. Peng. Jingze Zhongcheng and Jingze Runsen were controlled by their general partner, Mr. Peng, and collectively held approximately 55.83% limited partnership interests in Jingze Zhongzhi as at the Latest Practicable Date. Accordingly, Mr. Peng, Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen are collectively regarded as the Single Largest Group of Shareholders. Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the Single Largest Group of Shareholders will be interested in approximately [REDACTED]% of the total issued Shares.

SUMMARY

See “Relationship with the Single Largest Group of Shareholders.”

OUR MAJOR SUBSIDIARIES

Chengdu Jingze and Jiangsu Jingze were our major subsidiaries as of the Latest Practicable Date. Chengdu Jingze, our core production and research and development base, was incorporated on September 7, 2017, and commenced operation since 2017, primarily engaging in manufacturing and research and development of our pharmaceutical products. Jiangsu Jingze, our production base, was incorporated on December 15, 2023, and commenced operation since 2024.

PREVIOUS LISTING ATTEMPT

For the purpose of a proposed listing on the SSE Star Market (the “**Proposed A-share Listing**”), the Company started to attend a pre-listing tutorial in January 2023. However, in consideration of the reasons as set out in “History and Development — Previous Listing Attempt — Reasons for Seeking [REDACTED] on the Stock Exchange” and given the market conditions, the Company decided to focus its resources on the [REDACTED] on the Stock Exchange and did not proceed with the Proposed A-Share Listing.

To the best of the Directors’ knowledge and belief, the Directors are not aware of any material matters in relation to the Proposed A-share Listing that may have material adverse implications on the Group’s suitability for [REDACTED] on the Stock Exchange or other material matters that need to be brought to the attention of the Stock Exchange, the Shareholders or the potential investors in relation to the Proposed A-Share Listing. The Directors further confirm that there was no disagreement between the Company and the then professional parties of the Previous Proposed A-Share Listing. Based on the due diligence works conducted by the Joint Sponsors and the information and representation given to the Joint Sponsors, nothing has come to the Joint Sponsors’ attention that would reasonably cause them to disagree with the Directors’ view above.

DIVIDEND POLICY

The Company does not have a dividend policy as of the Latest Practicable Date. No dividend was paid or declared by the Company during the Track Record Period. For further details, please see note 12 to Appendix I — Accountants’ Report.

We do not have a fixed dividend distribution ratio. PRC laws require that dividends be paid only out of our distributable profits. Distributable profits are our after-tax profits, less appropriations to statutory and other reserves that we are required to make. As advised by our PRC Legal Adviser, in view of our accumulated losses as of the Latest Practicable Date, we may not have sufficient or any distributable profits to make dividend distributions to our Shareholders. Even if we become profitable in the future, we will only be able to declare or pay dividends out of our distributable profits after our accumulated losses are covered by our after-tax profits and sufficient statutory and other reserves are drawn in accordance with the relevant PRC laws, regulations and our constitutional documents.

Pursuant to our Articles of Association, our Board may declare dividends in the future after taking into account our results of operations, financial conditions, cash requirements and availability, and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents, applicable PRC laws and approval by our Shareholders.

See “Financial Information — Dividend Policy.”

SUMMARY

[REDACTED] EXPENSES

[REDACTED] expenses represent professional fees, [REDACTED] and fees incurred in connection with the [REDACTED] and the [REDACTED]. Our [REDACTED] expenses are estimated to be approximately HK\$[REDACTED] (including [REDACTED]), accounting for [REDACTED]% of the gross [REDACTED] of the [REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per H Share, being the mid-point of the [REDACTED] range stated in this document, and no exercise of the [REDACTED]). Among our [REDACTED] expenses, approximately HK\$[REDACTED] million is directly attributable to the issuance of H Shares and will be charged to equity upon completion of the [REDACTED], and approximately HK\$[REDACTED] million has been or will be charged to our consolidated statements of profit or loss and other comprehensive income. The [REDACTED] expenses incurred during the Track Record Period or expected to be incurred will consist of approximately (i) HK\$[REDACTED] million in [REDACTED] related expenses and fees (including but not limited to commissions and fees), (ii) HK\$[REDACTED] million in non-[REDACTED]-related expenses and fees of the Joint Sponsors, legal advisers and reporting accountants, and (iii) HK\$[REDACTED] million in other non-[REDACTED]-related fees and expenses. During the Track Record Period, we incurred RMB[REDACTED] million of [REDACTED] expenses, among which, RMB[REDACTED] million was included in prepayments and other receivables and will be subsequently charged to our equity upon completion of the [REDACTED], and RMB[REDACTED] million was charged to our consolidated statements of profit or loss and other comprehensive income.

The [REDACTED] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

[REDACTED] STATISTICS

The statistics in the following table are based on the assumption that (i) the [REDACTED] has been completed and [REDACTED] new H Shares are issued in the [REDACTED], (ii) the [REDACTED] is not exercised, and (iii) [REDACTED] H Shares are issued and outstanding following the completion of the [REDACTED].

	Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]
Market [REDACTED] of our Company upon completion of the [REDACTED] ⁽¹⁾	HK\$[REDACTED] million	HK\$[REDACTED] million
Unaudited [REDACTED] adjusted consolidated net tangible assets attributable to owners of the Company per Share as at April 30, 2026	HK\$[REDACTED] RMB[REDACTED]	HK\$[REDACTED] RMB[REDACTED]

Notes:

- (1) The calculation of market [REDACTED] of our H shares is based on [REDACTED] H Shares expected to be issued immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised). For details, see “Share Capital — Upon the Completion of the [REDACTED]” in this Document.
- (2) The unaudited [REDACTED] adjusted consolidated net tangible assets per Share is arrived at after adjustments and on the basis of [REDACTED] Shares are in issue, assuming that the [REDACTED] has been completed on 30 April 2026 without taking into account of the exercise of the [REDACTED].

SUMMARY

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the midpoint of the range of the [REDACTED] stated in this document), we estimate that we will receive net [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] and other estimated expenses in connection with the [REDACTED] (assuming the [REDACTED] is not exercised).

The primary reason for the [REDACTED] is to raise funds to advance our Core Products to commercialization. Accordingly, we intend to use our [REDACTED] for the purposes and in the amounts as follows: (i) approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the development of our Core Products, including (a) advancing clinical trials and process development of JZB05 in China, and (b) advancing the production, commercialization and indication expansion clinical trials of JZB30 in China; (ii) approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the clinical trials of our Key Product JZB32; (iii) approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the research and development of other products, including but not limited to JZB33, JZB35, JZB36 and JZB07; and (iv) approximately [REDACTED], or HK\$[REDACTED] million, will be used for working capital and other general corporate purposes.

RECENT DEVELOPMENT

The net loss for four months ended April 30, 2026 increased compared to four months ended April 30, 2025, primarily due to (i) increased finance costs arising from imputed interest on redemption right liabilities associated with our [REDACTED] financing, and (ii) increased administrative expenses arising from employee compensations and depreciation and amortization.

We expect to record a net loss for the year ending 31 December 2026, primarily driven by continued investment in research and development activities. In the absence of commercial revenue, such R&D expenditures, together with preparatory costs for commercialization, will continue to be the principal contributors to the net loss.

NO MATERIAL ADVERSE CHANGES

Our Directors confirmed that, as of the date of this document, there has been no material adverse change in our financial position since April 30, 2026, and there has been no event since April 30, 2026 that would materially affect the information as set out in the Accountants’ Report in Appendix I to this document.

IMPACT OF COVID-19

During the Track Record Period, the COVID-19 did not materially and adversely affect our operations, clinical activities, drug development timeline, supply chain or financial position. Our supply chain of raw materials for R&D purposes remained stable and was operating without material constraint during the Track Record Period. We did not experience any material delay to our planned R&D and clinical development timetable and continued to advance key programs through critical milestones. As the COVID-19 has ceased to be a pandemic as of the Latest Practicable Date, our Directors are of the view that it is unlikely that COVID-19 will have a material adverse impact on our business going forward.

IMPLICATIONS OF THE U.S. BIOSECURE ACT

On December 18, 2025, the BIOSECURE Act was included in the National Defense Authorization Act For Fiscal Year 2026 and became law. The Act prohibits U.S. federal procurement and bar federal contracts (including extensions and renewals), loans and grants to entities that use biotechnology equipment or services from designated “biotechnology companies of concern.” The

SUMMARY

designation of covered biotechnology companies under the framework proceeds through two primary channels: (1) automatic designation pursuant to the U.S. Department of Defense (DoD) Section 1260H list of “Chinese military companies,” leveraging its latest update in January 2025; and (2) a discretionary, criteria-based pathway managed through an interagency review led by the Office of Management and Budget (OMB). This structure stands in contrast from earlier iterations of the BIOSECURE Act, which targeted a limited set of specifically named Chinese biotechnology firms.

We procured certain CRO/CDMO services from PRC-based affiliates of WuXi AppTec and WuXi Biologics (see “Business — Raw Materials and Suppliers — Our Suppliers”). Although these entities are not expressly identified as biotechnology companies of concern, prior iterations of the BIOSECURE Act included both entities. We are not recipients of U.S. federal contracts, loans or grants and do not currently plan to apply for such funding; to our knowledge, our current counterparties are not using our services in connection with U.S. federally funded program or in their performance of contracts with the U.S. government. We are qualifying alternative providers with comparable capabilities and broadly similar pricing, and will implement phased transitions if needed. As such, our Directors are of the view that the BIOSECURE Act will not materially and adversely affect our operations and financial performance.

DEFINITIONS

“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
“Anhui Anhua”	Anhui Anhua Innovation Venture Capital Co., Ltd. (安徽安華創新風險投資基金有限公司), a limited liability company incorporated under the laws of the PRC on November 30, 2017 and one of our [REDACTED] Investors
“Anhui Railway Fund”	Anhui Railway Construction Investment Fund Co., Ltd. (安徽省鐵路發展基金股份有限公司), a joint stock company incorporated under the laws of the PRC on March 7, 2013 and one of our [REDACTED] Investors
“Articles” or “Articles of Association”	the articles of association of our Company adopted on June 9, 2025 with effect upon [REDACTED] (as amended from time to time), a summary of which is set out in Appendix VI to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing Senheli”	Beijing Senheli Technology Development Co., Ltd. (北京森和利科技發展有限公司), a limited liability company incorporated under the laws of the PRC on June 16, 2021 and a previous investor of the Company
“BIOSECURE Act”	A U.S. federal act that prohibits federal contracting with or funding for any entity that contracts with certain biotechnology providers that are designated “Biotechnology Companies of Concern.” It was included in the National Defense Authorization Act For Fiscal Year 2026 and became law on December 18, 2025
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate

[REDACTED]

DEFINITIONS

[REDACTED]

“Chengdu Jingze”	Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司), a limited liability company incorporated under the laws of the PRC on September 7, 2017 and a wholly-owned subsidiary of the Company
“Chengdu Jiulian”	Chengdu Jiulian Investment Group Co., Ltd. (成都九聯投資集團有限公司), a limited liability company incorporated under the laws of the PRC on May 31, 2012 and one of our [REDACTED] Investors
“Chengdu Minchen”	Chengdu Minchen Yifei Enterprise Management Center (Limited Partnership) (成都敏晨逸飛企業管理中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on June 26, 2024 and one of our [REDACTED] Investors
“China” or “the PRC”	the People’s Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this document, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“Chongqing Southern Investment”	Chongqing Southern Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (重慶南部私募股權投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on December 23, 2021 and one of our [REDACTED] Investors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CNIPA”	the China National Intellectual Property Administration (中華人民共和國國家知識產權局)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Jingze Biopharmaceutical (Hefei) Co., Ltd., (景澤生物醫藥(合肥)股份有限公司), a joint stock company with limited liability incorporated in the PRC, the predecessor of which was Jiangsu Jingze Biopharmaceutical, a limited liability company established in the PRC on September 2018, and if the context requires, include its predecessor

DEFINITIONS

“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Core Product(s)”	has the meaning ascribed to it in Chapter 18A of the Listing Rules and in this context, refers to our Core Products JZB30 and JZB05
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“COVID-19”	an infectious disease caused by the SARS-CoV-2 virus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
[REDACTED]	[REDACTED]
“Director(s)”	the director(s) of our Company
“Efung Phase IX”	Shenzhen Efung Phase IX Venture Capital Center (Limited Partnership) (深圳市倚鋒九期創業投資中心(有限合伙)), limited partnership incorporated under the laws of the PRC on July 21, 2017 and one of our [REDACTED] Investors
“Efung Shixin”	Shenzhen Efung Shixin Venture Capital Enterprise (Limited Partnership) (深圳市倚鋒實鑫創業投資企業(有限合伙)), a limited partnership incorporated under the laws of the PRC on October 22, 2020 and one of our [REDACTED] Investors
“Efung Yi’an”	Shenzhen Efung Yi’an Venture Capital Partnership (Limited Partnership) (深圳市倚鋒邑安創業投資合夥企業(有限合伙)), a limited partnership incorporated under the laws of the PRC on September 28, 2022 and one of our [REDACTED] Investors
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“EU”	European Union
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“FDA”	the U.S. Food and Drug Administration

DEFINITIONS

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	the industry report commissioned by our Company and independently prepared by Frost & Sullivan, summary of which is set forth in the section headed “Industry Overview” in this document
“Fuka Investment”	Fuka Private Fund Management (Hefei) Co., Ltd. (福卡私募基金管理(合肥)有限公司), a limited partnership incorporated under the laws of the PRC on November 13, 2020 and one of our [REDACTED] Investors
“FVTPL”	fair value through profit or loss
“GFA”	gross floor area
[REDACTED]	
“Group”, “our Group”, “our”, “we” or “us”	the Company and all of its subsidiaries, or any one of them as the context may require
“Guangdong Jingze”	Guangdong Jingze Biopharmaceutical Co., Ltd. (廣東景澤生物製藥有限公司), a limited liability company incorporated under the laws of the PRC on December 19, 2025 and a wholly-owned subsidiary of the Company
“Guangji Investment”	Guangdong Guangji Investment Co., Ltd. (廣東廣濟投資有限公司), a limited liability company incorporated under the laws of the PRC on August 1, 2019 and one of our [REDACTED] Investors
“Guide”	The Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time
“H Share(s)”	overseas [REDACTED] foreign ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange

[REDACTED]

DEFINITIONS

“Hainan Kangzhe”	Hainan Kangzhe Start-up Venture Capital Co., Ltd. (海南省康哲創業投資有限公司), a limited liability company incorporated under the laws of the PRC on June 22, 2021 and one of our [REDACTED] Investors
“Hangzhou Tanhe”	Hangzhou Tanhe Equity Investment Partnership Enterprise (Limited Partnership) (杭州碳和股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on May 18, 2021 and one of our [REDACTED] Investors
“Hangzhou Tigermed”	Hangzhou Tigermed Equity Investment Partnership Enterprise (Limited Partnership) (杭州泰格股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on April 22, 2016 and one of our [REDACTED] Investors
“Hansi Botou”	Xiamen Hansi Botou Investment Enterprise Management Partnership (Limited Partnership) (廈門瀚思博投企業管理合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on March 30, 2021 and one of our [REDACTED] Investors
“Hefei Emerging Industry”	Hefei Emerging Industry Venture Capital Partnership (Limited Partnership) (合肥新興產業創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on June 28, 2020 and one of our [REDACTED] Investors
“Hefei Industrial Investment”	Hefei Industry Investment Promotion Venture Capital Fund Phase I Partnership (Limited Partnership) (合肥市產業投促創業投資基金一期合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on March 12, 2020 and one of our [REDACTED] Investors
“Hefei New Economy”	Hefei New Economy Industry Development Investment Co., Ltd. (合肥新經濟產業發展投資有限公司), a limited liability company incorporated under the laws of the PRC on January 24, 2019 and one of our [REDACTED] Investors
“Hefei Shuangchuang”	Hefei Shuangchuang Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (合肥雙創創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on December 27, 2021 and one of our [REDACTED] Investors
“Hehao Investment”	Jinan Hehao Investment Partnership (Limited Partnership) (濟南和皓投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on October 27, 2021 and one of our [REDACTED] Investors

DEFINITIONS

“Hengsheng Investment”

Shanghai Hengsheng Investment Management Co., Ltd. (上海亨升投資管理有限公司), a limited liability company incorporated under the laws of the PRC on September 13, 2007 and a previous investor of the Company

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK\$”

Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“HT Intelligent Technology”	HT Intelligent Technology (Wuxi) Co., Ltd. (煌途智慧科技(無錫)有限公司), a limited liability company incorporated under the laws of the PRC on May 13, 2020 and one of our [REDACTED] Investors

“Hutong Investment”	Shanghai Hutong Investment Center (Limited Partnership) (上海胡桐投資中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on April 5, 2016 and one of our [REDACTED] Investors

“IFRSs”	International Financial Reporting Standards

“Independent Third Party(ies)”	any person(s) or entity(ies) who/which is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiangsu Jingze”	Jiangsu Jingze Biopharmaceutical Co., Ltd. (江蘇景澤生物製藥有限公司), a limited liability company incorporated under the laws of the PRC on December 15, 2023 and a wholly-owned subsidiary of the Company
“Jiaxing Yinglian”	Jiaxing Yinglian Health Industry Investment Partnership Enterprise (Limited Partnership) (嘉興楹聯健康產業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on December 14, 2020 and one of our [REDACTED] Investors
“Jiaxing Youze”	Jiaxing Youze Equity Investment Partnership Enterprise (Limited Partnership) (嘉興優澤股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on December 14, 2020 and one of our [REDACTED] Investors
“Jingfeng Pharmaceutical”	CSPC Hunan Jingfeng Pharmaceutical Co., Ltd. (石藥集團湖南景峯醫藥股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 000908), a joint stock company incorporated under the laws of the PRC on December 18, 1998, an early investor of the Group
“Jingrunze”	Chengdu Jingrunze Gene Technology Co., Ltd. (成都景潤澤基因科技有限公司), a limited liability company incorporated under the laws of the PRC on May 17, 2021 and a subsidiary of the Company
“Jingze Ruihe”	Anhui Jingze Ruihe Medical Technology Co., Ltd. (安徽景澤睿合醫療科技有限公司), a limited liability company incorporated under the laws of the PRC on December 17, 2025 and a wholly-owned subsidiary of the Company
“Jingze Runsen”	Hefei Jingze Runsen Enterprise Management Center (Limited Partnership) (合肥景澤潤森企業管理中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on October 16, 2024 whose general partner is Mr. Peng, being a shareholding platform for our employees as well as a consultant
“Jingze Zhongcheng”	Hefei Jingze Zhongcheng Enterprise Management Center (Limited Partnership) (合肥景澤眾城企業管理中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on June 13, 2023 whose general partner is Mr. Peng, being an employee shareholding platform for our current employees

DEFINITIONS

“Jingze Zhongjian”	Chengdu Jingze Zhongjian Enterprise Management Center (Limited Partnership) (成都景澤眾健企業管理中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on December 17, 2020 and one of our [REDACTED] Investors
“Jingze Zhongkang”	Hefei Jingze Zhongkang Enterprise Management Center (Limited Partnership) (合肥景澤眾康企業管理中心(有限合夥)), a limited partnership incorporated under the laws of PRC on December 28, 2021 whose general partner is Mr. Peng, a shareholding platform for our employees as well as a consultant
“Jingze Zhongzhi”	Chengdu Jingze Zhongzhi Enterprise Management Center (Limited Partnership) (成都景澤眾智企業管理中心(有限合夥)), a limited partnership incorporated under the laws of PRC on May 19, 2021 whose general partner is Mr. Peng, and a shareholding platform for our employees as well as consultants
“Jinzi Investment”	Hangzhou Jinzi Investment Partnership (Limited Partnership) (杭州金智投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on May 25, 2017 and one of our [REDACTED] Investors

[REDACTED]

“Joint Sponsors”	the joint sponsors of the [REDACTED] of the H Shares on the Hong Kong Stock Exchange as named in “Directors, Supervisors and Parties Involved in the [REDACTED]” in this document
“Juming Venture Capital”	Anhui Juming Venture Capital Co., Ltd. (安徽聚名創業投資有限公司), a limited liability company incorporated under the laws of the PRC on September 10, 2020 and one of our [REDACTED] Investors
“Kangjing Fund”	Shanghai Kangjing Equity Investment Fund Partnership Enterprise (Limited Partnership) (上海康景股權投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on July 3, 2015 and a previous investor of the Company

DEFINITIONS

“Kangzhe Vision Technology”	Hainan Kangzhe Vision Technology Co., Ltd. (海南康哲維盛科技有限公司), a limited liability company incorporated under the laws of the PRC on April 20, 2023, and a subsidiary of China Medical System Holdings Limited (康哲藥業控股有限公司), a company listed on the Stock Exchange (stock code: 867) and also listed on the Singapore Exchange Securities Trading Limited (stock code: 8A8)
“Kexun Lianshan”	Hefei Kexun Lianshan Innovation Industry Investment Fund Partnership Enterprise (Limited Partnership) (合肥科訊連山創新產業投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on October 26, 2020 and one of our [REDACTED] Investors
“Latest Practicable Date”	June 27, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[REDACTED]
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Longmaide Venture Capital”	Beijing Longmaide Venture Capital Fund (Limited Partnership) (北京龍脈得創業投資基金(有限合夥)), a limited partnership incorporated under the laws of the PRC on February 2, 2018 and one of our [REDACTED] Investors
“Loucheng Biology”	Taicang Loucheng Biology Venture Capital Partnership (Limited Partnership) (太倉婁城生物醫藥創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on May 27, 2022 and one of our [REDACTED] Investors
“Loucheng International Development”	Suzhou Loucheng International Development High-tech Industrial Investment Enterprise (Limited Partnership) (蘇州婁城國發高新技術產業投資企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on January 23, 2018 and one of our [REDACTED] Investors
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange

DEFINITIONS

“Mingcheng Zhihui”	Hangzhou Mingcheng Zhihui Phase I Equity Investment Partnership Enterprise (Limited Partnership) (杭州明誠致慧一期股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on September 30, 2019 and one of our [REDACTED] Investors
“Minghong Kefu”	Guangzhou Minghong Kefu Equity Investment Enterprise (Limited Partnership) (廣州明鴻科富股權投資企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on February 28, 2012 and one of our [REDACTED] Investor
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Peng”	Mr. Peng Hongwei, our executive Director, the chairman of our Board, our general manager, and one of our Single Largest Group of Shareholders
“Nanjing King-Friend”	Nanjing King-Friend Biochemical Pharmaceutical Co., Ltd. (南京健友生化製藥股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 603707), a joint stock company incorporated under the laws of the PRC on October 16, 2000 and one of our [REDACTED] Investors
“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局), successor to the China Food and Drug Administration or CFDA (國家食品藥品監督管理總局)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on February 17, 2023, which became effective on March 31, 2023, as amended, supplemented or otherwise modified from time to time
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PCT”	Patent Cooperation Treaty
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“PRC government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Adviser”	Tian Yuan Law Firm, legal adviser of our Company as to PRC laws
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“[REDACTED] Investments”	the investment(s) in our Company undertaken by the [REDACTED] Investors pursuant to the respective equity transfer agreement(s) and/or capital increase agreement(s), details of which are set out in the section headed “History, Development and Corporate Structure” in this document

DEFINITIONS

[REDACTED]

“Qianhai Zhaohuan” Shenzhen Qianhai Zhaohuan Capital Co., Ltd. (深圳前海肇桓資本有限公司), a limited liability company incorporated under the laws of the PRC on April 23, 2014 and one of our [REDACTED] Investors

“Qianshan Jingqian” Qianshan Jingqian Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (潛山市京潛私募股權投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on November 25, 2024 and one of our [REDACTED] Investors

[REDACTED]

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“SAFE” the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)

“SAT” the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

“SFC” or “Securities and Futures Commission” the Securities and Futures Commission of Hong Kong

“SFO” the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

“Shanghai Hongdi” Shanghai Hongdi Investment Group Co., Ltd. (上海鴻迪投資集團有限公司), a limited liability company incorporated under the laws of the PRC on October 30, 2009 and one of our [REDACTED] Investors

“Shanghai Jingze” Shanghai Jingze Biotechnology Co., Ltd. (上海景澤生物技術有限公司), a limited liability company incorporated under the laws of the PRC on May 23, 2014 and a wholly-owned subsidiary of the Company

“Share(s)” ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each

“Shareholder(s)” holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Hi-Tech Investment”	Shenzhen Hi-Tech Investment Venture Capital Co., Ltd. (深圳市高新投創業投資有限公司), a limited liability company incorporated under the laws of the PRC on June 29, 2010 and one of our [REDACTED] Investors
“Sichuan Science and Technology Achievements Transformation Fund”	Sichuan Province Science and Technology Achievements Transformation Equity Investment Fund Partnership (Limited Partnership) (四川省科技成果轉化股權投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on August 31, 2017 and one of our [REDACTED] Investors
“Sichuan Zhongshi”	Sichuan Pilot Research and Development Co., Ltd. (四川省中試研發有限公司), a limited liability company incorporated under the laws of the PRC on June 28, 2024 and one of our [REDACTED] Investors
“Single Largest Group of Shareholders”	Mr. Peng, Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen
“sophisticated investor(s)”	has the meaning ascribed thereto under Chapter 2.3 of the Guide
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Suzhou Jingze”	Suzhou Jingze Biopharmaceutical Co., Ltd. (蘇州景澤生物醫藥有限公司), a limited liability company incorporated under the laws of the PRC on April 3, 2023 and a wholly-owned subsidiary of the Company
“Taicang Ninghui”	Taicang Ninghui Consulting Management Center (Limited Partnership) (太倉寧匯諮詢管理中心(有限合夥)), a limited partnership incorporated under the law of the PRC on July 23, 2025 and one of our [REDACTED] Investors
“Taikun Investment”	Hangzhou Taikun Equity Investment Fund Partnership Enterprise (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on August 10, 2021 and one of our [REDACTED] Investors

DEFINITIONS

“Taiyu Phase IV”	Hangzhou Taiyu Phase IV Venture Capital Partnership (Limited Partnership) (杭州泰譽四期創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on January 6, 2022 and one of our [REDACTED] Investors
“Tibet Renfu”	Xizang Renfu Investment Co., Ltd. (西藏仁富投資有限公司), a limited liability company incorporated under the laws of the PRC on December 8, 2015 and one of our [REDACTED] Investors
“Track Record Period”	the financial years ended December 31, 2024, 2025 and four months ended April 30, 2026
“TopoScend Venture Capital”	Shenzhen Investment and Control TopoScend Small and Medium Venture Capital Enterprise (Limited Partnership) (深圳市投控東海中小微創業投資企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on November 8, 2018 and one of our [REDACTED] Investors
	[REDACTED]
“Unlisted Share(s)”	ordinary Share(s) issued by our Company with a nominal value of RMB1.00 each which is/are not listed on any stock exchange
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “US\$” or “USD”	the United States dollars, the lawful currency of the U.S.
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“Xiamen Red Horse”	Xiamen Red Horse Hengrui Shengshi Investment Partnership Enterprise (Limited Partnership) (廈門紅馬恒瑞盛世投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on May 10, 2019 and one of our [REDACTED] Investors
“Xiamen Yinglian”	Xiamen Couplet Health Industry Investment Partnership Enterprise (Limited Partnership) (廈門楹聯健康產業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on April 16, 2018 and one of our [REDACTED] Investors

DEFINITIONS

“Xingkong Ruiheng”	Qingdao Xingkong Ruiheng Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (青島星空瑞恒創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on June 25, 2021 and one of our [REDACTED] Investors
“Xuzhou High Tech”	Xuzhou High-tech Industrial Development Zone Venture Development Co., Ltd. (徐州高新技術產業開發區創業發展有限公司), a limited liability company incorporated under the laws of the PRC on October 10, 2018 and one of our [REDACTED] Investors
“Yangzhou Zhuyu”	Yangzhou Zhuyu Caizhi Equity Investment Partnership (Limited Partnership) (揚州竹玉才志股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on September 16, 2019 and one of our [REDACTED] Investors
“Yingchuang Taifu”	Chengdu Yingchuang Taifu Start-up Venture Capital Partnership (Limited Partnership) (成都盈創泰富創業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on July 15, 2015 and one of our [REDACTED] Investors
“Yingjia Investment”	Jiaxing Yingjia Investment Partnership Enterprise (Limited Partnership) (嘉興楹佳投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on August 4, 2020 and one of our [REDACTED] Investors
“Zhonghe Anke”	Hefei Zhonghe Anke Biomedical Industry Investment Partnership Enterprise (Limited Partnership) (合肥中合安科生物醫療產業投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on October 30, 2020 and one of our [REDACTED] Investors
“Zhonghe AUTEK”	Hefei Zhonghe AUTEK Medical and Health Industry Fund Partnership Enterprise (Limited Partnership) (合肥中合歐普醫療健康產業基金合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on July 17, 2020 and one of our [REDACTED] Investors
“Zhongke Chuxin”	Chengdu Zhongke Chuxin Enterprise Management Partnership (Limited Partnership) (成都中科初新企業管理合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on November 24, 2021 and one of our [REDACTED] Investors
“Zhongke Haichuang”	Weifang Zhongke Haichuang Equity Investment Partnership (Limited Partnership) (濰坊中科海創股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on April 16, 2018 and one of our [REDACTED] Investors
“%”	per cent

GLOSSARY OF TECHNICAL TERMS

In this Document, unless the context otherwise requires, explanations and definitions of certain terms used in this Document in connection with our Group and our business shall have the meanings set out below. The terms and their meanings may not always correspond to standard industry meaning or usage of these terms.

“AAV”	Adeno-Associated Virus, a small replication-defective parvovirus that is routinely engineered as an in vivo viral vector for gene therapy
“Adverse event” or “AE”	adverse event(s), any untoward medical occurrence associated with the use of a drug in human, whether or not considered drug related
“Anti-VEGF”	Anti-Vascular Endothelial Growth Factor, a treatment that blocks VEGF, a protein responsible for the growth of abnormal blood vessels in the eye, commonly used for conditions like wAMD
“AUC _{0-∞} ”	area under the concentration-time curve from the first time point measured (0) extrapolated to infinity
“AUC”	the area under the curve, a measure of how much of a drug is in a patient’s system over a given time period. In order to calculate the AUC, both the AUC _{0-t} and the AUC _{0-inf} must be calculated
“BCVA”	best corrected visual acuity
“Biosimilars”	biological drugs which are designed to have the same amino acid sequence and the equivalent (but not identical or clinical better) active properties as compared to, and which are not necessarily clinically interchangeable with, reference drugs that have already received marketing approvals
“Cell line”	a population of cells which descend from a single cell and contain the same genetic makeup, thereby producing the same proteins. The productivity of a cell line determines the cost of manufacturing and the quality of a cell line is directly related to the quality of the relevant biologics
“CDE”	Center for Drug Evaluation
“CHO cells”	an epithelial cell line derived from the ovary of the Chinese hamster, often used in biological and medical research and commercially in the production of recombinant therapeutic proteins
“COS”	controlled ovarian stimulation, a process used in fertility treatments where medication is used to stimulate the ovaries to produce multiple eggs for retrieval

GLOSSARY OF TECHNICAL TERMS

“C _{max} ”	maximum measured serum concentration
“CRO”	contract research organization, a company that provides support to the pharmaceutical, biotechnology, and medical device industries in the form of research services outsourced on a contract basis
“CRT”	central retinal thickness, measurement of the thickness of the retina at the center of the macula, used to assess the health of the retina, especially in conditions like diabetic retinopathy and macular edema
“CSR”	Clinical Study Report, a standardized, integrated report of a clinical trial’s design, conduct, analyses, and results, structured per International Council for Harmonization (ICH) E3 “Structure and Content of Clinical Study Reports,” and submitted to regulators in marketing applications
“DR”	diabetic retinopathy, a complication of diabetes that affects the eyes, leading to damage in the blood vessels of the retina, which can result in vision problems
“DME”	Diabetic macular oedema, a vision-threatening complication of diabetic retinopathy characterised by leakage from damaged retinal microvessels causing fluid accumulation and thickening in the macula, resulting in central vision impairment
“DNA”	deoxyribonucleic acid, the molecule that carries genetic information in cells, making up the blueprint for all living organisms
“EMA”	European Medicines Agency, the decentralised agency of the European Union responsible for the scientific evaluation, authorisation, supervision, and safety monitoring of human and veterinary medicines across the European Economic Area
“FDA”	Food and Drug Administration, the United States federal agency under the Department of Health and Human Services that evaluates, approves, and supervises the clinical development, manufacture and marketing of drugs, biologics and medical devices within the United States
“FND”	fundus neovascular disease, a pathological condition involving abnormal blood vessel growth in the fundus (the back of the eye, including the retina, optic disc, macula, and posterior pole)
“FSH”	follicle-stimulating hormone, a hormone that helps control the growth of eggs in the ovaries and the production of sperm in the testes

GLOSSARY OF TECHNICAL TERMS

“FSH-CTP”	Follicle-Stimulating Hormone-Carboxyl-Terminal Peptide fusion, a long-acting gonadotrophin generated by genetically linking the human FSH β subunits to the carboxyl-terminal peptide (CTP) of the β -subunit of human chorionic gonadotropin (hCG), thereby prolonging serum half-life and allowing a single injection to cover the first half of a controlled ovarian stimulation phase
“GCP”	good clinical practice
“GMP”	good manufacturing practice, a system ensuring that products (especially drugs or food) are consistently produced and controlled according to high-quality standards
“GnRH”	gonadotropin-releasing hormone, a hormone that stimulates the release of FSH and LH from the pituitary gland, playing a key role in regulating the reproductive system
“hCG”	human chorionic gonadotropin, a hormone that helps maintain pregnancy and is often used in fertility treatments to trigger ovulation
“HMG”	human menopausal gonadotropin, a hormone extracted from the urine of postmenopausal women, used in fertility treatments to stimulate the ovaries
“hypogonadotropic hypogonadism”	an endocrine disorder in which the hypothalamus or pituitary fails to secrete adequate gonadotropin-releasing hormone or pituitary gonadotropins, resulting in deficient sex-steroid production and delayed or absent sexual maturation
“Immunogenicity”	the ability of a particular substance, such as an antigen or epitope, to provoke an immune response in human body and other animals (i.e., the ability to induce humoral and/or cell-mediated immune responses)
“IUI”	Intrauterine Insemination, a fertility procedure in which prepared sperm are placed directly into the uterus around ovulation to increase the chance of fertilisation
“IVF”	in vitro fertilization, a fertility treatment where an egg and sperm are combined outside the body, then the resulting embryo is implanted into the uterus
“LH”	luteinizing hormone, a hormone that triggers ovulation (the release of an egg from the ovary) in women and stimulates testosterone production in men

GLOSSARY OF TECHNICAL TERMS

“mCNV”	myopic choroidal neovascularisation, a severe complication of pathological high myopia in which abnormal choroidal vessels breach Bruch’s membrane and proliferate beneath the retina, causing macular haemorrhage, exudation, scarring and rapid loss of central vision
“NDA”	New Drug Application, a marketing-authorisation dossier for chemically synthesised small-molecule drugs, submitted to the NMPA after completion of pivotal clinical trials and comprising full non-clinical, clinical and CMC data
“NHSA”	National Healthcare Security Administration of the People’s Republic of China, a government authority under the State Council. It formulates and implements policies for medical and maternity insurance, administers the NRDL (National Reimbursement Drug List), and oversees centralised procurement of medicines and consumables
“NMPA”	National Medical Products Administration of the People’s Republic of China, the governmental authority that regulates, evaluates and approves the clinical development, manufacturing and marketing of drugs, biologics and medical devices in mainland China
“NRDL”	National Reimbursement Drug List, the nationwide catalogue of drugs eligible for reimbursement under the PRC basic medical insurance scheme, issued and periodically updated by the NHSA (National Healthcare Security Administration), which specifies reimbursement categories and negotiated ceiling prices for each listed product
“real-world data”	data regarding patient health status and/or the delivery of health care routinely collected from a variety of sources other than traditional clinical trials, such as health records, medical claims, and disease registries
“rhFSH”	recombinant human follicle-stimulating hormone, a man-made version of FSH, used in fertility treatments to stimulate the ovaries to produce eggs
“rhFSH-CTP”	recombinant human FSH-CTP, the FSH-CTP fusion protein produced in mammalian cell culture (e.g., CHO cells) under GMP conditions for clinical use in assisted-reproduction protocols
“rhLH”	recombinant human luteinizing hormone, a man-made version of LH used in fertility treatments to help stimulate ovulation
“PD”	pharmacodynamics, the study of a drug’s molecular, biochemical, and physiologic effects or actions

GLOSSARY OF TECHNICAL TERMS

“PDT”	Photodynamic Therapy, a treatment in which a photosensitising agent is activated by a specific light to generate reactive species that selectively damage abnormal blood vessels or tissues; used in ophthalmology for certain choroidal neovascular conditions
“Pharmacokinetics” or “PK”	the study of the bodily absorption, distribution, metabolism, and excretion of drugs, which, together with pharmacodynamics, influences dosing, benefit, and adverse effects of the drug
“Phase 1 clinical trial”	study in which a drug is introduced into healthy human subjects or patients with the target disease or condition and tested for safety, dosage tolerance, absorption, metabolism, distribution, excretion, and if possible, to gain an early indication of its effectiveness
“Phase 2 clinical trial”	study in which a drug is administered to a limited patient population to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the product for specific targeted diseases, and to determine dosage tolerance and optimal dosage
“Phase 3 clinical trial”	study in which a drug is administered to an expanded patient population generally at geographically dispersed clinical trial sites, in well-controlled clinical trials to generate enough data to statistically evaluate the efficacy and safety of the product for approval, to provide adequate information for the labeling of the product
“PI”	Principal Investigator, the suitably qualified individual (usually a doctor or other medical professional) who bears primary responsibility for conducting a clinical trial at a study site and for ensuring compliance with the approved clinical trial protocol, GCP, and all applicable regulatory requirements
“PPV”	pars plana vitrectomy; a standard and widely adopted microsurgical procedure for symptomatic vitreomacular adhesion (sVMA) and other posterior-segment disorders. It removes some or all of the vitreous gel via small pars plana ports and, when necessary, peels off and removes pathological retinal tissue, thereby releasing macular traction, resolving complications and improving visual function
“PRDL”	Provincial Reimbursement Drug List, the province-level supplementary catalogue of reimbursable drugs compiled by each provincial healthcare security administration in alignment with, and subject to the constraints of, the NRDL, detailing the reimbursement scope and prices applicable within that province

GLOSSARY OF TECHNICAL TERMS

“Preclinical study(ies)”	preclinical studies testing a drug on non-human subjects, to gather efficacy, toxicity, pharmacokinetic and safety information and to decide whether the drug is ready for clinical trials
“RVO”	Retinal Vein Occlusion, a condition where a vein in the retina becomes blocked, leading to vision problems due to reduced blood flow
“Serious adverse events” or “SAEs”	any untoward medical occurrence in a patient during clinical trials that results in death, is life-threatening, requires inpatient hospitalization or prolongation of existing hospitalization, results in persistent or significant disability/incapacity, or is a congenital anomaly/birth defect
“TDN”	Tetrahedral DNA Nanostructures, self-assembled three-dimensional scaffolds, each formed from four single-stranded DNA oligonucleotides that fold into a rigid tetrahedron (edge length about 5-20 nm). Their precise geometry, sequence programmability, nuclease resistance and efficient cellular uptake enable TDNs to serve as modular carriers for antisense oligos, siRNA or gene-editing cargos, thereby allowing direct modulation of disease-associated genes at the RNA or DNA level
“TEAE(s)”	treatment emergent adverse events, an event that emerges during treatment, having been absent pretreatment, or worsens relative to the pretreatment state
“sVMA”	symptomatic vitreomacular adhesion
“Toxicity”	the degree to which a substance or a mixture of substances can harm humans or animals. Acute toxicity involves harmful effects in an organism through a single or short-term exposure. It is expressed generally as a dose response
“uFSH”	Urinary Follicle-Stimulating Hormone, FSH extracted from human urine, also used in fertility treatments to help stimulate egg production in women
“VEGF”	vascular endothelial growth factor
“VMT”	vitreomacular traction syndrome; a vitreoretinal-interface disorder in which an incompletely detached posterior vitreous cortex remains abnormally adherent to the macula, generating anteroposterior traction that distorts the foveal architecture and produces symptoms such as blurred or warped central vision, with risk of macular hole formation
“wAMD”	Wet Age-Related Macular Degeneration, a condition where abnormal blood vessels grow in the retina, causing vision loss, usually in older adults

FORWARD-LOOKING STATEMENTS

We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This document contains certain forward-looking statements and information relating to our Company and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words "aim," "anticipate," "believe," "could," "expect," "going forward," "intend," "may," "ought to," "plan," "project," "seek," "should," "will," "would" and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing our company which could affect the accuracy of forward-looking statements include, but are not limited to, the following: (i) the timing of initiation and completion, and the progress of our drug research and development programs and clinical trials; (ii) the timing and likelihood of regulatory filings and approvals, and pricing of our drug candidates; (iii) the commercialization of our drug candidates; (iv) the market opportunities and competitive landscape of our drug candidates; (v) estimates of our costs, expenses, future revenues, capital expenditures and our needs for additional financing; (vi) our ability to attract and retain senior management and key employees; (vii) our operations and business prospects; (viii) future developments, trends, conditions and competitive landscape in the industry and markets in which we operate; (ix) our strategies, plans, objectives and goals and our ability to successfully implement these strategies, plans, objectives and goals; (x) our financial condition and operating results and performance; (xi) industry trends and competition; (xii) our ability to attract customers and build our brand image; (xiii) general political and economic conditions; (xiv) changes to regulatory and operating conditions in the industry and markets in which we operate; (xv) our dividend policy; and (xvi) the amount of, and potential for, future development of our business.

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to the cautionary statements in this section.

In this document, statements of or references to our intentions or those of our Directors are made as of the date of this document. Any such information may change in light of future developments.

RISK FACTORS

An investment in our H Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, as well as our financial statements and the related notes, and the “Financial Information” section, before making an investment in our H Shares. Particularly, we are a biotech company seeking to [REDACTED] on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the market price of our H Shares could decline, and you may lose all or part of your investment given the nature of biotech industry.

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given will not be updated after the date hereof, and is subject to the cautionary statements in “Forward-looking Statements” in this document.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Risks Relating to the Development of Our Drug Candidates

We depend substantially on the success of our drug candidates, almost all of which are undergoing preclinical or clinical development. If we are unable to successfully complete preclinical programs or clinical development of our drug candidates, obtain regulatory approvals or achieve commercialization for our drug candidates, or experience significant delays or cost overruns in doing any of the foregoing, our business prospects will be significantly impacted.

Our business will depend on the successful development of our existing and new drug candidates that we may identify and develop. We cannot guarantee that we can successfully complete the preclinical and clinical development of any of our existing drug candidates in a timely manner, or at all. Almost all of our drug candidates will require further preclinical and/or clinical development before they could obtain regulatory approval in China and potentially other jurisdictions.

A substantial portion of our drug candidates are biologic drugs indicated for the treatment of assisted reproductive and ophthalmology. Developing these drugs is a complex and challenging process that faces many challenges.

Therefore, we have significantly invested in the discovery and development of our drug candidates. We expect to continue to incur substantial expenditures as we develop and commercialize our drug candidates.

In this process, we may experience significant delays or cost overruns in completing or be unable to complete the development of our drug candidates, resulting in our inability to obtain regulatory approval for our drug candidate. As a result, we may fail to generate sufficient revenue or cash flow from product sales to continue our operations.

Clinical development involves a lengthy and expensive process with no assured outcome.

Clinical trials are expensive and difficult to design and implement and can take many years to complete with no assured outcome. As of the Latest Practicable Date, we had a pipeline of eight drug candidates in various phases of preclinical or clinical development. Expenditure on clinical trials recorded in our consolidated statements of profit or loss constituted a significant portion of our R&D expenditure during the Track Record Period.

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Commencement of clinical trials and subsequent marketing approval by the NMPA or other regulatory authorities are contingent on finalizing trial design and successful completion of trials. We cannot assure you as to when the clinical trials for our drug candidates which have not yet commenced pre-clinical or clinical trials will begin, if at all.

As a result, we may not be able to control the timing and expenses related to completing our clinical trials or obtaining regulatory approval. Unfavorable clinical trial results may force us to restructure our clinical trials, increase our drug development cost and delay our receipt of regulatory approval for our drug candidates. Therefore, it may take us longer to begin commercializing our drug candidates and navigate the path to profitability, potentially endangering our competitive advantage.

Delays or difficulties in enrolling patients for clinical trials may impede the progress of these trials and hinder our acquisition of regulatory approvals.

Our ability to initiate or continue clinical trials is dependent on enrolling a sufficient number of eligible patients as required by the NMPA or other relevant regulatory authorities.

This enrollment can be difficult, and its interruption or failure would result in significant delays, increased drug development costs and could even require us to abandon one or more clinical trials altogether. In addition, some of our competitors have ongoing clinical trials for drug candidates that treat the same indications as our drug candidates, and subjects who would otherwise be eligible for our clinical trials may instead enroll in clinical trials of our competitors' drug candidates.

Even with sufficient patient enrollment, external events like COVID-19 pandemic can cause delays. Such delays may increase costs, affect clinical trial timing or outcomes, prevent timely completion, and hinder our ability to advance drug candidate development, regulatory approval, and commercialization.

We may not achieve favorable results for our drug candidates in clinical trials and cannot give any assurance that any of our drug candidates currently in development will receive regulatory approval for further development or commercialization, which could hinder or delay their development.

Our drug candidates were in different stages of development as of the Latest Practicable Date. Our ability to generate revenue is dependent on obtaining regulatory approval for and successfully commercializing our drug candidates, which may never occur. The process to develop, obtain regulatory approval for and commercialize drug candidates is long, complex and costly, with no assured outcome.

In China, where almost all of our drug candidate development activities are presently located, we must first obtain regulatory approval from the NMPA before we can proceed to commercialize our drug candidates. Similarly, we cannot commercialize drug candidates in the United States, the European Union or other jurisdictions outside of China without obtaining regulatory approval from the FDA, the EMA or other relevant foreign regulatory authorities. The review procedures are comprehensive, stringent, expensive, and time-consuming, varying significantly based on the drug's nature.

Unfavorable findings, such as drug candidates being unsafe or ineffective, could halt development and prevent regulatory approval. The lengthy approval process is vulnerable to changes in regulations or policies, potentially delaying or rejecting applications. Such setbacks would make it difficult to recover invested time and cost, damaging financial prospects and reputation.

In addition, clinical trials accepted in one jurisdiction may not be recognized elsewhere due to differing requirements, population characteristics, or statistical methods. Therefore, approval in one region does not guarantee or facilitate approval in another, as processes vary globally and often require additional testing and review. Even successful clinical trials do not assure success in other

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jurisdictions. Furthermore, safety issues or product recalls in one market could negatively impact approval prospects in others. Failure to secure widespread regulatory approval, or approval with significant limitations, could severely impede funding and revenue, jeopardizing the continued development of current and future drug candidates.

Even after regulatory approval, authorities can revoke it, grant approval for limited indications, require post-marketing trials, or impose narrow labeling. They possess significant discretion, potentially rejecting applications or demanding additional studies if data is deemed insufficient.

Successful results in preclinical studies and early-stage clinical trials are not necessarily predictive of future trial results.

Even if our drug candidates demonstrate favorable results in pre-clinical studies and clinical trials, we cannot assure you that the results of clinical trials will be favorable enough to support the continued development of our drug candidates. In addition, the outcomes of pre-clinical development testing and early clinical trials may not be predictive of the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results.

Data interpretations vary, and many companies with promising early results still face significant delays, setbacks, or failures in all development stages, including regulatory approval. We cannot assure that our drug candidates, despite favorable early results, will achieve similar success in later clinical or post-clinical trials.

Later stage clinical trial results can vary and even if pre-clinical and clinical trial data show a satisfactory safety and efficacy profile, these results might not be sufficient to secure regulatory approval from authorities for marketing and distribution. If additional clinical trials or testing are required, or if trials are unsuccessful, yield insufficiently positive results, or if safety concerns emerge, we could face delays or outright failure in obtaining regulatory approval. This might lead to approval for narrower indications or patient populations, impose post-marketing testing requirements, create difficulties in securing drug reimbursement, and result in restrictions on distribution and commercialization, or even the market removal of approved drugs. Any of these developments could have a material adverse effect on our business, financial condition, and results of operations.

If our drug candidates fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or may ultimately be unable to complete the development and commercialization of our drug candidates.

Before obtaining regulatory approval for the sale of our drug candidates, we must conduct extensive clinical trials to demonstrate the safety and efficacy of our drug candidates in humans. Results of our clinical trials could reveal a high and unacceptable severity or prevalence of adverse events, which could affect patient recruitment or the ability of enrolled subjects to complete the trial, and result in potential product liability claims. In addition, our clinical trials may be shown to lack meaningful clinical response or possess other unexpected characteristics.

If the clinical trial results for our drug candidates are not positive, only modestly positive for proposed indications, or raise safety concerns, we may face delays or outright failure in obtaining regulatory approval. This could necessitate additional trials or testing, result in mandatory labeling such as “boxed” warnings or contraindications, and require patient medication guides. Furthermore, we might need to develop risk management plans, including restricted distribution or patient registries, and could receive approval for fewer proposed indications or face restrictions on drug distribution or use. Such outcomes could also lead to liability for injuries and an inability to obtain reimbursement for the drug. Moreover, if our drug candidates fail to demonstrate safety and efficacy to regulatory authorities’ satisfaction or do not produce positive results in future clinical trials, we may be unable to recover significant previous investments, which could materially and adversely affect our business, financial condition, results of operations, and prospects.

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Adverse events or undesirable side effects caused by our drug candidates could interrupt, delay or halt clinical trials, delay or prevent regulatory approval, limit the commercial prospects of an approved label, or result in significant negative consequences following any regulatory approval.

Adverse events (“AEs”) and undesirable side effects from our drug candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and may result in a narrowed scope of indications or a more restrictive label of our drug candidates, a delay or denial of regulatory approval, or a significant change in our clinical protocol or even our development plan. High severity or prevalence of AEs in trials, conducted by us or our licensing partners, could result in trial suspension or termination, and regulatory authorities could order a halt to development or deny approval for targeted indications. AEs may also hinder subject recruitment, affect trial completion, or lead to liability claims. Any such outcome could significantly harm our reputation, business, financial condition, and prospects.

If undesirable side effects are identified after a drug candidate receives regulatory approval: (i) regulatory authorities may withdraw approvals or licenses, or require marketing suspension; (ii) additional warnings on labels, Risk Evaluation and Mitigation Strategies restricting distribution, or changes in drug administration and mandatory post-marketing studies could be imposed; (iii) we could face litigation and liability for patient harm; and (iv) our reputation could suffer.

We may be unable to successfully develop or market our drug candidates or may experience significant regulatory delays, if safety, efficacy or other issues arise from any pharmaceutical product or medical treatment used, or intended to be used, in combination with our drug candidates. Additionally, any such use of pharmaceutical product or medical treatment may cause AEs, which in some cases could be exacerbated compared with AEs from monotherapies.

If regulatory authorities revoke approvals of the pharmaceutical products or medical treatments we intend to use in combination with our drug candidates, we may not be able to develop or market our drug candidates as a combination therapy as planned. In addition, safety or efficacy issues with these combination components could also cause significant regulatory delays, requiring re-design or termination of clinical trials. Moreover, manufacturing or supply shortages of any component in our combination therapies could prevent us from completing clinical development within our target timetable, budget, or at all.

The data we gather in our research and development may be affected by factors unrelated to our drug candidates or out of our control, which could adversely affect the reliability of our clinical results or analyses.

We analyze data when we identify a promising drug candidate and while conducting preclinical studies and clinical trials. During the process, the overall quality of data collected or accessed may be affected by many factors that are unrelated to the tested drug candidates and out of our control. Additionally, we cannot guarantee that all of our employees or staff of our CROs would strictly comply with the GCP standards or other related guidelines and regulations when collecting or accessing preclinical and/or clinical data. We may not be able to discover every data issue and error when monitoring and auditing our data.

Such factors may negatively affect the reliability of our trial results and analyses, and regulatory authorities may require us to perform additional or repeat clinical trials before approving our marketing applications. Significant issues related to data integrity could also subject us to questions or claims from relevant authorities, and may expose us to liability relating to our storage, handling, submission, delivery or display of clinical data. Our insurance coverage for clinical trials may prove to be inadequate or could cease to be available to us on acceptable terms, if at all. Even unsuccessful claims could result in substantial costs and diversion of management time, attention and resources. A claim brought against us that is uninsured or under-insured could harm our business, financial condition and results of operations. Any such claims or proceedings brought against us may negatively impact our business, prospects and reputation.

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We may not be successful in our efforts to identify, discover or license-in new drug candidates to build or maintain our drug pipeline.

We may fail to identify, discover or license-in new drug candidates for clinical development because our research methodology might be unsuccessful, or identified candidates could have harmful side effects, be unmarketable, or unlikely to receive regulatory approval. Despite requiring substantial technical, financial, and human resources, our R&D efforts, whether in-house or licensed, might initially seem promising but ultimately fail. This could be due to candidates later exhibiting harmful adverse effects or insufficient efficacy, or because the necessary human and financial resources to identify new therapeutic opportunities or develop candidates through internal programs exceed our capacity, thereby limiting portfolio diversification and expansion.

Accordingly, there can be no assurance that we will identify additional therapeutic opportunities, develop suitable in-house drug candidates, or successfully license new ones on favorable terms. Even if we identify or license drug candidates, successful commercialization is not guaranteed, and we risk misallocating resources to unsuccessful programs. Furthermore, licensed agreements carry risks. Licensors may breach or claim our breach, leading to termination and halting development and commercialization of critical drug candidates.

We may allocate our limited resources to pursue a particular drug candidate or indication and fail to capitalize on other drug candidates or indications that may later prove to be more profitable or for which there is a greater likelihood of success.

As we have limited human and financial resources, we must limit our research and development programs to specific drug candidates that we identify for specific indications. As a result, we may forego or delay pursuit of opportunities with other drug candidates or for other indications that later prove to have greater commercial potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial drugs or profitable market opportunities. In addition, if we do not accurately evaluate the commercial potential or target market for a particular drug candidate, we may relinquish valuable rights to that drug candidate through collaboration, licensing or other royalty arrangements when it would have been more advantageous for us to retain sole development and commercialization rights to such drug candidate. Such developments could have a material adverse effect on our business, financial condition and results of operations.

We have entered into license and collaboration agreements with third parties in the development of our drug candidates and may seek additional license and collaboration opportunities in the future, and we may not realize the benefits of such partnerships as expected.

We have in the past formed, and may continue to seek, strategic partnerships or other collaborations, including entering into licensing arrangements with third parties that we believe will complement or augment our drug development and commercialization efforts with respect to our drug candidates and any future drug candidates that we may develop. See “Business — Commercialization, Sales, Marketing and Distribution” for details on our ongoing collaboration efforts. License and collaboration agreements for our drug candidates carry various risks, including that: (i) these agreements can be terminated on short notice, due to non-compliance by us or our partners, or if partners change strategic focus, acquire competing drugs, or face funding issues, necessitating additional capital for development; (ii) milestone payments and royalties are conditional and not guaranteed; (iii) our partners have significant discretion over the efforts and resources they commit and might independently develop drugs that compete with ours; (iv) partners may not properly maintain or may misuse our intellectual property (IP), or co-own IP developed under the agreement, potentially leading to litigation, IP invalidation, or loss of exclusivity; and (v) disputes with partners could delay or terminate research, development, or commercialization, or result in costly litigation, diverting resources and management attention.

RISK FACTORS

We rely on third parties to conduct certain aspects of our pre-clinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our drug candidates and our business could be substantially harmed. If our relationships with our third parties are damaged, our product or drug development efforts could be delayed.

As is common practice in our industry, we have engaged and plan to continue to engage third-party CROs, PIs and hospitals to monitor and manage data for some of our ongoing pre-clinical and clinical programs. In particular, we engaged CROs to conduct preclinical studies and specific phases of clinical trials of our drug candidates.

This outsourcing inherently carries risks as these third parties may not meet our performance standards, deliver timely results, or perform their duties at all. Furthermore, this reliance necessitates disclosing our proprietary information, increasing the risk of its misappropriation. For more information on our terms with CROs, see “Business — Our Research and Development — Engagement of Third Parties in Research and Development.”

Although we engage third-party CROs, PIs, and hospitals for our pre-clinical and clinical programs, we cannot control their allocation of time and resources. Crucially, we remain responsible for ensuring these studies comply with applicable protocols and legal, regulatory, and scientific standards like GCP and GLP, as enforced by regulatory authorities. Failure by us or our third parties to meet these requirements could render data unreliable, necessitating additional studies and delaying the regulatory approval process. If CROs, PIs, or hospitals do not fulfill their contractual obligations, miss deadlines, or compromise data quality, our studies could be extended, delayed, or terminated. This would significantly hinder our ability to obtain regulatory approval or commercialize our drug candidates, leading to a material adverse effect on our business, financial condition, and results of operations.

Switching or adding third-party service providers incurs additional costs and management time. These providers can terminate agreements for material breach. Identifying, qualifying, and managing new providers is challenging, time-consuming, and can delay R&D programs. Furthermore, new providers require a transition period and may not offer the same service quality. If any of our relationships with our third-party service providers is terminated, finding alternative providers promptly or on commercially reasonable terms may be difficult, potentially disrupting our clinical development timelines.

Our future performance relies heavily on effective collaboration to develop, secure regulatory approval for, and commercialize our drug candidates. We depend on collaborators for R&D, pre-clinical or clinical trials, regulatory filings, and commercialization efforts. Since we do not control these third parties, we cannot guarantee their adequate or timely performance. Their failure to successfully complete studies could delay, adversely affect, or prevent regulatory approval. We cannot assure satisfactory performance from any collaborator, and their breach or termination of agreements would significantly impact us.

We may not be successful in adapting to new technologies and methodologies during our development process.

Our continued competitiveness depends on our ability to adapt to evolving technological developments and methodologies in the biotech and pharmaceutical industry. However, adapting to the latest technological developments and methodologies may require us to invest significant resources to enhance our own research and development, testing and manufacturing capabilities. There is no assurance that we will be able to secure such resources, or that we will succeed in making the necessary improvements. We also cannot guarantee that we will be successful in our attempts to adapt our drug candidates to emerging technologies and methodologies in a way that will gain market acceptance. Should we fail to respond in a timely or effective manner, we may be unable to improve and maintain our competitive position and materially and adversely affect our business and prospects.

RISK FACTORS

Risks Relating to the Commercialization of Our Drug Candidates

Our drug candidates will be subject to intense competition with biologic drugs and other drugs for assisted reproduction and ophthalmology after commercialization and may fail to compete effectively against competitors.

The pharmaceutical industry is subject to intense competition. As a result, we will face intense competition with respect to the drug candidates we are developing presently and any drug candidates that we may seek to develop or commercialize in the future.

Many of our drug candidates will face competition from biologic drugs developed by major international and domestic pharmaceutical companies with the same targets as ours. Some of our competitors’ drug candidates are in the same or more advanced development stages than our drugs. Various other treatment options and drugs, such as assisted reproductive technology procedures and chemical drugs, may also compete with our drug candidates.

Our ability to compete with other drugs targeting the same conditions and to gain market share depends on factors like regulatory approval timing, our drug candidates’ efficacy and safety profile, dosing convenience, pricing, and sales/distribution reach. However, we cannot guarantee successful competition against major pharmaceutical companies that possess superior medical, technological, financial, marketing, and brand recognition resources. Furthermore, demand for assisted reproduction products, particularly in China, is vulnerable to social and economic factors beyond our control. Rising average age at first marriage, increased singlehood, high child-rearing costs, and evolving lifestyle preferences may reduce the willingness to reproduce and the treatment-seeking population size. Such reductions could limit market uptake of our assisted reproduction products, materially and adversely affecting our business, results of operations, and prospects.

Certain of our biosimilar candidates may not be as advanced in development as some of the equivalent biosimilar candidates being developed by our competitors.

Our biosimilar drug candidates face strong competition from other marketed drugs or drug candidates in the development stage. These competitor candidates may ultimately be approved and commercialized before our candidates, which may enable them to capture significant first-entrant advantages in establishing market presence and brand awareness. This in turn could place our drug candidates at a major commercial disadvantage at the time of launch, from which we may not be able to recover. In particular, under the Prescription Management Regulation (處方管理辦法) PRC hospitals may not procure more than two drugs of the same generic name (two injectable and two oral dosage forms), which in practice means that for each generic drug, a hospital will only procure the reference drug and one biosimilar. Unlike new or innovative drugs, biosimilar candidates are approved based on their bioequivalence to the reference drugs, and as such, biosimilars to the same reference drug as developed by different companies are generally not expected to have meaningful differences in efficacy or safety compared to each other. This policy may therefore limit our ability to place JZB30 (rhFSH) and JZB05 (aflibercept) on hospital formularies where the reference drug and an earlier-listed biosimilar are already procured. Consequently, it may be difficult for us to compete and gain market shares from the first-entrant products on those bases. We may instead seek to compete on pricing or product quality and reliability (perceived or otherwise), which we may not be able to do successfully. As a result, even assuming that we are able to obtain regulatory approvals for our drug candidates, we cannot assure you that they will be able to achieve commercial success, whether due to established first-entrants or otherwise. This in turn could have a material adverse effect on our business, financial condition and results of operations.

RISK FACTORS

The commercial success of our drug candidates will depend on the degree of their market acceptance among physicians, patients and others in the medical community.

Even if our drug candidates receive the requisite regulatory approval, they may fail to gain sufficient market acceptance by physicians, patients, third-party payers and other relevant parties in the medical community. If our drug candidates do not achieve an adequate level of acceptance, we may not generate significant revenue from sales of our drugs and we may not become profitable. Market acceptance of our drug candidates will depend on numerous factors, including: (i) the specific clinical indications for which they are approved; (ii) physicians’ and patients’ perceptions of their safety and effectiveness, and their potential advantages over alternative treatments; (iii) the prevalence and severity of any side effects, along with product labeling, insert requirements, limitations, or warnings mandated by regulatory authorities like the NMPA or FDA; (iv) the timing of market introduction relative to competing drugs; (v) the cost of treatment compared to alternatives; (vi) the upfront costs or training required for physicians to administer our drug candidates; (vii) the availability of adequate government coverage and reimbursement, as well as patients’ willingness to pay out-of-pocket; (viii) the relative convenience and ease of administration; and (ix) the effectiveness of our sales and marketing efforts.

Even if our drugs achieve market acceptance once commercialized, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our drugs, are more cost effective or render our drugs obsolete.

We have no track record in commercializing drug candidates and may not be able to successfully commercialize our Core Products and key products. Our collaboration with companies in the pharmaceuticals industry to market our drug candidates and our plan to establish in-house commercialization team may not materialize as we expected.

We do not have any track record of successfully launching and commercializing drugs. We intend to seek opportunities of strategic cooperation with well-known pharmaceutical companies with extensive experience in the sales and marketing of assisted reproductive and ophthalmic drugs in China.

We aim to commercialize approved drugs by collaborating with pharmaceutical companies to leverage their market access and sales/marketing networks, particularly in assisted reproductive areas. However, we cannot guarantee establishing or maintaining these collaborations, nor their expected success. Such arrangements would make our drug sales and marketing dependent on partners, over whom we have limited control, potentially resulting in lower revenue compared to self-commercialization. Collaborations involving our drug candidates are subject to various risks, for further discussion, see “— Risks Relating to the Development of Our Drug Candidates — We have entered into license and collaboration agreements with third parties in the development of our drug candidates and may seek additional license and collaboration opportunities in the future, and we may not realize the benefits of such partnerships as expected.”

We plan to build an in-house commercialization team for our assisted reproductive drug pipeline, initially targeting key hospitals and centers. However, this demands substantial expenditures, management resources, and time, and we anticipate competition for skilled sales and marketing personnel. Given the team’s likely small scale, we cannot guarantee sufficient sales coverage and market penetration across China, which could adversely affect our drug candidates’ commercial opportunities.

RISK FACTORS

We may fail to effectively manage our network of distributors after our drug candidates are commercially launched. Actions taken by our distributors could materially and adversely affect our business, prospects and reputation.

We may rely in part on third-party distributors to distribute our drugs once they receive approvals. Our ability to maintain and grow our business will depend on our ability to maintain an effective distribution channel that ensures the timely and effective delivery of our products to the relevant markets. We cannot guarantee that we will be able to effectively manage our distributors, or that our distributors would not breach the distribution agreements and the policies and measures we have in place to manage their distribution.

If our distributors breach agreements, fail to maintain necessary licenses, or violate anti-corruption, anti-bribery, competition, or other applicable laws and regulations, we could face liabilities, monetary damages, decreased brand value, and negative public perception. Such issues would materially and adversely affect our business, financial condition, results of operations, and prospects.

Guidelines, recommendations and studies published by various organizations may disfavor our drug candidates.

Government agencies, professional societies, practice management groups, private health and science foundations and organizations focused on various diseases may publish guidelines, recommendations or studies that affect demand for our drug candidates. Any such guidelines, recommendations or studies that reflect negatively on our drug candidates, either directly or relative to drugs offered by our competitors, could diminish demand for our drug candidates and adversely impact our future sales revenues. Furthermore, the sales of our future approved drugs depend in part on our ability to educate patients and members of the medical community (including healthcare providers) about our drugs and drug candidates. Our ability to convey our messages effectively may be negatively impacted by the publication of guidelines, recommendations or studies on our drug candidates.

The market opportunities for our drug candidates may be smaller than we originally anticipated, and our drug candidates may be ultimately unprofitable even if commercialized.

We estimate target patient populations and market opportunities using third-party sources and internal analyses to guide our drug development strategy. However, these estimates may be inaccurate or based on imprecise data. The actual total addressable market will depend on medical community and patient acceptance, drug pricing, reimbursement, and the availability of alternative treatments. Consequently, the number of eligible patients may be lower than anticipated, they might not respond to our drugs, or identifying and accessing new patients could become increasingly difficult. New studies or technologies might alter disease incidence/prevalence, leading to a smaller than expected addressable patient population for our drug candidates.

In such cases, even with significant market share, we may not achieve profitability without regulatory approval for additional indications. Any of these unfavorable developments could materially and adversely affect our business, financial condition, and results of operations.

Medical insurance coverage or reimbursement schemes may be limited or unavailable in certain market segments for our drug candidates.

Successful sales of our future approved drugs partly depend on the availability of adequate insurance coverage and reimbursement from the government and commercial insurers, as patients often rely on such reimbursement for all or part of the costs associated with their medical treatment. Government authorities and commercial medical insurance providers determine drug coverage and reimbursement based on various factors that are not in our control. We cannot guarantee that reimbursement will be available for our future approved drugs and, if available, the level of

RISK FACTORS

reimbursement. In China, the amounts reimbursable to program participants for their drug purchases depend on the inclusion of the drugs in the NRDL or other government-sponsored medical insurance programs, as well as the tiers under which the drugs are classified in such programs. Even though the number of innovative drugs included in the NRDL is expected to increase in the future, there can be no assurance that any of our future approved drugs will be included in the NRDL or other government-sponsored medical insurance programs.

Even if medical insurance coverage or reimbursement schemes are available, we may need to significantly concede on prices for our future approved drugs in China.

Seeking inclusion in China’s NRDL may necessitate price negotiations with the NHSA, leading to potential price reductions. While NRDL inclusion could increase demand, our revenue and profitability might still decrease due to lower prices. Reimbursement eligibility does not guarantee full cost recovery. Furthermore, prices offered to the NHSA may become benchmarks for private hospitals, and the centralized tender process could create pricing pressure, negatively impacting our future approved drugs.

Our drug candidates may cause undesirable side effects unforeseeable or undetectable at time of development or have other properties that could have significant negative consequences on our ability to market and distribute our drug candidates or maintain market acceptance of such drugs if commercialized.

Our drug candidates, like most pharmaceutical products, carry the risk of side effects or adverse events that may emerge at any stage, including during clinical trials or after commercialization, even if unforeseeable or undetectable earlier. It is common for drugs showing early promise to later reveal side effects that halt development or lead to significant negative consequences post-market. Due to the limited patient population and exposure duration in clinical trials, rare and severe adverse events may only become apparent when a significantly larger number of patients are exposed after commercialization.

Our drug candidates may cause side effects like enlarged ovaries, abdominal bloating, eye swelling, and eye redness. However, a high and unacceptable severity or prevalence of these or other side effects during clinical trials could force us, or regulators like the NMPA, to conduct additional studies, delay, suspend, or terminate trials, or cease further development and withdraw the drug from targeted indications. Even if development continues, we cannot guarantee timely or satisfactory resolution of product-related adverse effects to regulatory bodies. Such side effects could also hinder patient recruitment or completion of clinical trials, and lead to potential liability claims.

If undesirable side effects are identified after a drug candidate receives marketing approval, significant negative consequences may arise.

Regulatory agencies may require cross-reporting of adverse medical events involving our drug candidates to other jurisdictions within a specified timeframe. Failure to timely comply with these reporting obligations could result in disciplinary actions, including criminal liability, civil penalties, product seizure, and delays in future drug candidate approvals or clearances.

Any of the above negative developments could prevent us from achieving or maintaining regulatory approval or market acceptance of the affected drug candidates, as well as substantially increase the costs of commercializing our drug candidates even if approved.

RISK FACTORS

Adverse drug reactions and negative results from off-label use of our products could materially harm our business reputation, product brand name, financial condition and expose us to liability.

Products distributed or sold in the biopharmaceutical market may be subject to off-label drug use. Off-label drug use is prescribing a product for an indication, dosage or in a dosage form that is not in accordance with regulatory approved usage and labeling. Even though the regulatory authorities actively enforce the laws and regulations prohibiting the promotion of off-label use, there remains a risk that our product is subject to off-label drug use and is prescribed in a patient population, dosage or dosage form that has not been approved by competent authorities. This occurrence may render our products less effective or entirely ineffective and may cause adverse drug reactions. Any of these occurrences can create negative publicity and significantly harm our business reputation, product brand name, commercial operations and financial condition. These occurrences may also expose us to liability and cause, or lead to, a delay in the progress of our clinical trials and may also ultimately result in failure to obtain regulatory approval for our drug candidates.

We may explore opportunities to commercialize our drugs globally, which may expose us to risks associated with conducting business in international markets.

As we grow our business, we may cooperate with pharmaceutical companies with established local sales networks to conduct clinical trials and/or sell our drugs outside of China. We currently plan to pursue overseas opportunities through partners and regional distribution partnerships. Should we succeed in doing so, our business is subject to risks associated with doing business globally, including (i) changes in a country or region’s political and cultural climate or general economic conditions, (ii) unexpected changes in or high costs associated with complying with laws and regulatory requirements, (iii) difficulties with enforcing contractual provisions in unfamiliar jurisdictions, (iv) potential disputes with foreign partners that may be protracted or more difficult to resolve due to distance and time differences, (v) exposure to litigation or third-party product liability claims outside of China, (vi) concerns voiced by local governments and regulators on arrangements pertaining to our research and clinical trial sites, (vii) inadequate intellectual property protection in other countries, (viii) the possibility of economic sanctions, trade restrictions, discrimination, protectionism or unfavorable policies against foreign drug companies, including those from China, (ix) the effects of applicable local tax regimes, royalties and other payment obligations owed to local governments, and (x) fluctuations in local currency exchange rates. Any of such occurrences could negatively affect our expansion plan.

Risks Relating to the Manufacturing of Our Drug Candidates

We have relatively limited experience in manufacturing drugs on a large commercial scale, which is a highly exacting and complex process.

Our experience in large-scale commercial manufacturing is limited, as we have not commercialized any product as of the Latest Practicable Date. Moreover, the manufacture of biological products is a highly exacting and complex process, due in part to strict regulatory requirements. If problems arise in the course of producing a batch of product, that batch may need to be discarded, which would result in additional expenses and may also lead to product shortages.

Undiscovered product issues reaching the market may lead to recall and product liability costs. Production challenges include longer lead times, insufficient work orders for full capacity utilization, supply shortages, excess expiring supplies, and low success rates in meeting regulatory or quality standards. We cannot assure timely and cost-effective resolution of these issues.

Our drug candidates and products must meet GMP standards enforced by the NMPA and other regulatory authorities. Failure to achieve or maintain these standards, even due to factors beyond our control, can trigger severe regulatory actions, including: (i) warnings, approval withdrawals, product recalls or seizures, production suspensions, refusal to approve applications, and civil or criminal penalties; and (ii) regulators may also withdraw approvals for unexpected problems like severe adverse events, leading to revised labeling, additional safety studies, or other restrictions. Any such negative developments could materially and adversely affect our business, financial condition, and results of operations.

RISK FACTORS

Scarcity of available raw materials or increases in our raw material costs may negatively impact our manufacturing progress, financial condition and results of operations.

Our drug development relies on raw materials from a limited number of suppliers. If these suppliers suspend production, raise prices, or fail to supply due to logistical issues or non-compliance with regulations/licensing, we may be unable to secure suitable alternative materials. Such disruptions could lead to raw material shortages, delays in clinical trials and regulatory filings, product recalls, potential product liability claims, non-compliance with regulatory requirements, and significant costs, thereby materially and adversely affecting our business, financial condition, and results of operations.

As our business expands and drug candidates advance, our demand for raw materials and comparison drugs will increase. Delays in obtaining these in required quantity and quality could disrupt preclinical studies, clinical trials, regulatory approval, or manufacturing of approved drugs. Moreover, raw material prices are subject to volatility from external factors that we do not control. The need to find replacement suppliers or materials could also reduce production, delay operations, divert resources, and materially harm our business, financial condition, results of operations, and prospects.

Failure to obtain, maintain and renew regulatory approvals for our manufacturing facilities, delays in the construction of our new manufacturing facilities, or any disruption or suspension of manufacturing activities may affect our business and results of operations.

As of the Latest Practicable Date, our manufacturing activities were primarily limited to supporting our drug development process. For more details, see “Business — Manufacturing.”

Failure to obtain or maintain regulatory approvals for our manufacturing facilities, or delays in new facility construction/approval, could hinder our ability to produce sufficient drug candidates, limiting development, commercialization, and growth, and potentially incurring cost overruns. Our facilities must comply with NMPA regulatory requirements and GMP standards, undergoing periodic inspections. We cannot guarantee adherence, and remediating deficiencies is costly and time-consuming. Failure to maintain these approvals would materially affect R&D and manufacturing, seriously delaying clinical trials and commercialization. Operational challenges, such as failing to meet product standards, controlling costs, equipment issues, personnel/material shortages, or facility damage, could force us to delay or suspend manufacturing. This might make securing alternative manufacturers difficult and lead to delays in clinical trials, manufacturing, and product availability. Rectifying these issues is costly and time-consuming. Non-compliance could also result in severe regulatory sanctions, including fines, injunctions, marketing approval failures, approval withdrawals, product recalls, operating restrictions, or criminal prosecutions, severely harming our business.

Failure to maintain effective quality control over our future approved drugs, particularly undetected errors or defects in our manufacturing, may harm our reputation or expose us to product liability claims.

The effectiveness of our quality control procedures depends on various factors, such as the procedures governing our manufacturing processes, the quality and reliability of our manufacturing facility and equipment, the qualification and experience of our manufacturing and quality control staff and our ability to ensure that the relevant personnel adhere to our quality control procedures. However, we cannot assure you that our internal policies and procedures will be effective in consistently preventing and resolving deviations from our quality standards. Any significant failure of our quality control procedures could render our drugs unsuitable for use, adversely affect our ability to comply with applicable GMP requirements, jeopardize our manufacturing permits and/or harm our market reputation and relationship with business partners.

RISK FACTORS

We may rely on third parties to manufacture our drug candidates for clinical development and commercial sales. These third parties may fail to deliver our product orders in a timely manner or fail to do so at acceptable quality or price levels.

During the Track Record Period, we outsourced certain manufacturing activities to a reputable CMO partner in China. Going forward, we may continue to engage third-party CMOs to manufacture our drug candidates for our research and development activities and commercial sales. Reliance on third-party CMOs presents several risks, including that: (i) the number of qualified CMOs is limited and subject to regulatory approval, potentially impacting our production timeline due to their capacity constraints or limited manufacturing slots; (ii) we lack full control over CMO compliance with GMP and other regulations, and their failure to adhere could lead to manufacturing delays or inability to produce required quantities and quality; (iii) CMOs might not execute manufacturing procedures as agreed, or fail to protect our intellectual property, potentially leading to litigation or loss of IP; (iv) they could also infringe on third-party IP; (v) CMOs may terminate agreements due to disputes; (vi) the raw materials they procure might not be readily available elsewhere; and (vii) their manufacturing processes are vulnerable to interruptions from natural disasters, labor disputes, or political instability. Each of these risks could delay or prevent the completion of our clinical trials or the approval of any of our drug candidates, result in higher costs, or adversely impact commercialization of our future approved drug candidates.

Risks Relating to Intellectual Property Rights

If we are unable to obtain and maintain patent protection for our drug candidates, third parties could develop and commercialize products and technologies similar or identical to ours and compete directly against us, and the commercial prospects of our drug candidates would be materially and adversely affected.

We prioritize IP protection for our drugs, primarily through patent filings in China and potentially other countries, or by relying on trade secrets or regulatory protection. Failure to obtain or maintain this protection could materially harm our business.

The patent process is expensive, time-consuming, and complex, and we may not secure all desired patents cost-effectively or timely. For example, in China, the China National Intellectual Property Administration (CNIPA) may require us to amend our patent applications after substantive examinations, including reducing the patentable coverage, and if we fail to respond within a specified period, our applications will be deemed to be withdrawn. As a result, we may not be able to prevent competitors from developing and commercializing competitive drugs in all such fields and territories. Furthermore, the patent landscape in biotech and pharmaceutical industries is highly uncertain and litigious, making the issuance, scope, validity, enforceability, and commercial value of our patent rights unpredictable.

Patents and applications can be invalidated or rejected due to examiner discretion, prior art, or application defects. We cannot guarantee being the first to invent or file for our drug candidates, potentially leading to application rejections. We might also fail to timely identify patentable aspects of our R&D. Furthermore, if confidential or patentable R&D output is disclosed by employees or third parties before filing, our ability to obtain patent protection will be jeopardized.

Due to the lag in scientific literature publication and the delayed publication of patent applications, we cannot be certain we were the first to invent or file for our claimed inventions. Under the “first-to-file” systems in China and the U.S., others could secure patents for technologies we developed if they file first. Additionally, PRC Patent Law mandates reporting inventions made in China to CNIPA for confidential examination before foreign filing; failure to do so will result in the denial of a Chinese patent.

RISK FACTORS

The scope of patent protection is uncertain and our current or any future patents may be challenged and invalidated even after issuance, which would materially and adversely affect our ability to successfully commercialize any drug candidates.

The scope of patent protection is uncertain and evolving. Changes in patent laws or their interpretation could increase costs, diminish our ability to protect innovations, and narrow our patent rights. We cannot guarantee that our current or future patent applications will be granted, or, if granted, will provide meaningful protection, prevent competition, or offer a competitive advantage. Issued patents may be challenged, narrowed, circumvented, or invalidated by third parties. An adverse determination from such challenges in any jurisdiction could reduce our patent scope, allow competitors to commercialize our technology without payment, or prevent us from commercializing our own drug candidates without infringing on third-party rights. Such challenges are costly and divert management’s attention, even if ultimately successful.

Furthermore, there is no guarantee that we will be granted patent extensions. According to the Patent Law of the PRC, the patent administration department under the State Council may, upon request, extend terms for invention patents relating to new drugs that have obtained regulatory approvals for no more than five years, and the total term of the patent right may not exceed 14 years after the regulatory approval for the marketing of a new drug. Similarly in the United States, we may apply for a patent term extension of up to five years as compensation for the patent term lost during clinical trials and the FDA regulatory review process under the Drug Price Competition and Patent Term Restoration Act of 1984. The exact duration of the extension depends on the time we spend in clinical studies, as well as getting NDA approval from the FDA. However, total patent term extension cannot extend the remaining term of a patent beyond a total of 14 years after the regulatory approval for the marketing of a new drug, only one patent may be extended, and only those claims covering the approved drug, a method for use, or a method for manufacturing may be extended. Following the expiration of our patents, it is possible that our competitors may develop and market generic version of such drugs, thereby materially and adversely affecting our ability to compete.

We may be subject to intellectual property infringement challenges, particularly those relating to our biosimilar drug candidates, misappropriation claims or other legal challenges, which could cause us to incur significant expenses, pay substantial damages and delay or prevent us from selling our products or using technologies incorporated in our drug candidates or future drugs.

Our success depends on avoiding infringement of others’ intellectual property and resolving claims efficiently. Pharmaceutical companies, including those behind reference drugs for our biosimilars, possess extensive global patent portfolios covering various product aspects. Not all these patents have expired, and patent term extensions sought by reference drug sponsors could delay our biosimilar launches. Innovative biologics face higher uncertainty regarding patent infringement as they don’t rely on reference drug patent expiration, and we might miss relevant third-party patents.

While our Freedom-to-Operate (“FTO”) analysis for Core Products in China suggests no known issued patents impede our R&D or commercialization within the contemplated timeframe, FTO has limitations. Patent applications are often not published for 18 months or more, meaning unidentified pending applications could later become issued patents that our drug candidates might infringe. The sheer volume of patents in our field, coupled with industry expansion, increases our risk of infringement claims.

IP infringement or misappropriation claims, regardless of merit, are complex, costly, and time-consuming, diverting management and harming our reputation and market position. Even weak claims require significant resources to defend. Such disputes could force us to cease product development, manufacturing, or sales; stop using certain names; obtain expensive licenses; redesign products; change business processes; or pay substantial damages, including for willful infringement. Any IP-related dispute, regardless of outcome, could materially and adversely affect our business, financial condition, and results of operations.

RISK FACTORS

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by patent regulatory authorities, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

Periodic maintenance fees, renewal fees, annual fees and various other governmental fees on patents and patent applications are due to be paid to the CNIPA and other patent regulatory authorities in other jurisdictions in several stages over the lifetime of a patent. The CNIPA and other patent regulatory authorities also require compliance with a number of procedural, documentary, and other similar provisions during the patent application process. Non-compliance with such provisions can lead to abandonment, loss of priority or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official actions within prescribed time limits, non-payment of fees, and failure to properly legalize and submit formal documents. In any such event, our competitors or other third parties might be able to enter the market, which would have a material adverse effect on our competitive position, business, financial conditions, results of operations, and prospects.

We may face challenges associated with protecting our intellectual property rights in other jurisdictions.

As of the Latest Practicable Date, we held 49 patents in China and one patent in Japan. As of the same date, we have applied for five PCT patent applications, we also had 18 patent applications pending in China and we had two patent applications pending overseas.

If we are able to commercialize our drugs on an international scale, we may face challenges associated with protecting our intellectual property rights in other jurisdictions. Filing, prosecuting, maintaining and defending patents in all other countries throughout the world require significant financial resources and management attention. Moreover, our intellectual property rights in other jurisdictions may be of different scope and strength as compared to those in our target markets. Consequently, we may not be able to entirely prevent third parties from using our intellectual property to produce, sell or import drugs in other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs, and may also export otherwise infringing drugs to jurisdictions where we do not have patent protection or strong patent enforcement rights. Such occurrences may diminish our competitive advantages, prospects and market share.

Failure to adequately protect our know-how, trade secrets and other confidential proprietary information may adversely affect our competitiveness.

We rely on unpatented know-how and trade secrets to maintain our competitive position, which we seek to protect through confidentiality and intellectual property assignment agreements with our employees, partners, and consultants. However, these measures may not be effective. Our proprietary information could be disclosed by third parties, either intentionally or inadvertently, and our IT systems are vulnerable to security breaches. Any unauthorized use may be difficult to remedy, potentially allowing competitors to erode our competitive position, and any legal action to enforce our rights would be costly, time-consuming, and have an uncertain outcome.

Furthermore, we may not succeed in securing enforceable IP assignment agreements from all relevant parties, which could lead to ownership disputes. If we fail in defending such claims, we could lose valuable intellectual property rights and face monetary damages. Even successful litigation would result in substantial costs and be a distraction to management, any of which could materially harm our business and prospects.

RISK FACTORS

Even though we have relied on patents, trademarks, trade secrets and other forms of intellectual property protections, these protections may not be adequate and such rights may not necessarily protect us from all potential threats in competition.

We rely on patent, trademark, trade secret, and other intellectual property laws in China to protect our IP, but these protections may not prove commercially valuable. Issued patents are not conclusive regarding ownership, scope, validity, or enforceability and can be challenged globally. Such challenges, if unsuccessful, could narrow, invalidate, or render our patents unenforceable, limiting our ability to prevent competitors from using similar technologies or eroding our patent protection duration. Infringement claims against us could also prevent licensing on acceptable terms.

Even if patents are issued, they might not offer meaningful protection against competitors who can circumvent them with similar non-infringing methods. Given long development times, patents for new drug candidates may expire before or soon after commercialization, failing to sufficiently exclude others.

We also rely on unregistered rights like know-how and trade secrets, but confidentiality agreements may not prevent leakage or unauthorized disclosure. IP enforcement might be unavailable in some countries, and third parties could independently develop or access our proprietary information. Any disclosure or use of our IP by others could reduce our competitive advantage and harm our business. These IP-related issues could materially and adversely affect our business, financial condition, and results of operations.

We may be subject to claims that our employees, consultants or advisors have wrongfully used or disclosed alleged trade secrets of their former employers or claims asserting ownership of what we regard as our own intellectual property.

Some of our employees, consultants and advisors, including our senior management, were previously employed at other pharmaceutical or biotech companies, including our competitors or potential competitors. This exposes us to claims that we, or they, have used or disclosed former employers’ intellectual property, or that third parties have an inventor interest in our patents. While we are not currently aware of such claims, they could arise, potentially leading to monetary damages, loss of valuable IP or personnel if we fail to defend successfully. Even a successful defense would incur substantial costs and divert management.

Intellectual property and other laws and regulations are subject to change, which could diminish the value of our intellectual property and impair the intellectual property protection of our drug candidates.

Changes in intellectual property laws or their interpretation in China, the U.S. or other jurisdictions may increase the uncertainties and costs surrounding the prosecution of our patents, diminish our ability to protect our inventions, obtain, maintain, defend, and enforce our intellectual property rights and, more generally, affect the scope and value of our intellectual property rights.

Changes in patent laws, such as the U.S. Leahy-Smith America Invents Act’s shift to a “first-to-file” system, create uncertainty for our patent applications. Given the delay in publication of scientific discoveries and patent applications, we cannot be certain of being the first to invent or file, increasing prosecution costs and challenges in enforcing/defending our U.S. patents. Similarly, amendments to the PRC Patent Law and other changes in Chinese or foreign intellectual property laws could impact the value of our patent rights, hindering our ability to protect, defend, and enforce them, and materially affecting our competitive position, business, financial condition, results of operations, and prospects.

RISK FACTORS

Failure to adequately protect our trade names, trademarks and other intellectual property may affect our ability to build brand recognition.

We conduct our business under the brand name of “Jingze (景澤).” As of the Latest Practicable Date, we had registered 113 trademarks in the PRC. As of the same date, we were the registered owner of 27 domain names in the PRC. However, our intellectual property protection measures offer limited defense, and policing unauthorized use is difficult and costly. IP laws in China are evolving, making enforceability, scope, and validity subject to changes. We cannot guarantee timely and effective detection or enforcement of our IP rights. Litigation to protect IP could incur substantial costs and divert resources and management attention.

Our registered and unregistered trade names and trademarks may be challenged, infringed, or deemed generic, and we may struggle to protect these rights vital for brand recognition. As we expand, our reliance on trademarks increases, and failure to prevent third-party infringement or unfair competition could materially harm our business. There’s no guarantee we can always register our trademarks, which could lead to accusations of infringement against us or allow competitors to adopt similar marks, hindering our brand building. Ultimately, a failure to establish strong brand recognition may prevent effective competition and diminish our future prospects.

Risks Relating to Government Regulations

Pharmaceutical products are heavily regulated, and such regulations are subject to change.

We intend to develop and commercialize drug candidates in heavily regulated global jurisdictions, including China, the U.S., and the EU. While regulatory strategies for development, manufacturing, and marketing are broadly similar, differences across regimes create a complex and costly compliance burden. Obtaining and maintaining regulatory approvals demands substantial time and capital. Failure to comply at any stage can lead to severe sanctions, such as refusal or withdrawal of approval, license revocation, clinical holds, product recalls, production suspension, injunctions, fines, and civil or criminal penalties, all of which could materially harm our reputation, business, and financial stability.

Key markets like China and the U.S. impose high standards for drug efficacy and strict rules for development, requiring applications like INDs, NDAs, or BLAs. Non-compliance can result in fines, research termination, data disqualification, or sales bans, significantly impacting our reputation, business, and financial performance. Even defending against alleged violations can incur substantial legal expenses, divert management, and damage our reputation and financial results.

We may face extra obstacles in the commercialization of our biosimilar drug candidate, due to the uncertainty in approval pathway for biosimilars in the jurisdiction we operate and heightened risks relating to potential patent litigation.

The approval pathway for biosimilars in the jurisdiction we operate continues to develop, which may adversely affect the regulatory approval of our biosimilar drug candidate. See “Regulatory Overview — Regulations Relating to New Drug — Regulations of Biosimilars”. Various uncertainties surrounding the application and interpretation of such regulations could adversely affect the regulatory approval of our existing biosimilar drug candidates. For example, the regulatory policies and guidelines may change in the future, and it is unpredictable whether the NMPA and other regulatory authorities will issue updated policies or guidelines to replace or supplement related guidelines or requirements, or whether such updated policies or guidelines will bring additional compliance costs or substantial impediments for our biosimilar candidates to obtain regulatory approvals.

RISK FACTORS

Recent and potential changes in healthcare policies, drug approval processes and related regulations (including tariffs and export controls) may materially and adversely affect our business.

Evolving regulatory frameworks and agency practices, exemplified by recent substantial changes at the FDA (such as workforce reductions, policy shifts, delayed timelines, and longer regulatory interactions), could materially and adversely affect our business. Similar developments in other markets are possible. Such changes may lead to slower or less predictable timelines, evolving data requirements, inconsistent feedback, or requests for additional information, potentially delaying or increasing the cost of our clinical development plans, regulatory submissions, and approvals. We cannot predict the timing, scope, or impact of these regulatory shifts.

In addition, elements of our supply chain may involve imported equipment, raw materials and consumables, whether procured directly by us or through third parties. Changes in tariffs, customs procedures, sanctions or export-control and import-licensing policies in any relevant jurisdiction could increase costs and lead times, disrupt logistics or restrict cross-border transfers, which could adversely affect our research activities, manufacturing scale-up and regulatory processes.

- ***Regarding tariffs***, in February 2025, the United States imposed a 20% tariff on certain categories of Chinese goods (the “**Fentanyl Tariff**”). Subsequently, on April 2, 2025, the United States imposed a 10% baseline tariff on all imports from its trading partners, along with additional country-specific tariffs for various countries (the so-called “Reciprocal Tariff”, as adjusted from time to time). These actions have led to a series of retaliatory measures by other countries, including China, and further countermeasures by the United States. On November 4, 2025, the President of the United States issued executive orders that, among other things, reduce the Fentanyl Tariff from 20% to 10%, effective November 10, 2025, and continue the suspension of heightened China-specific Reciprocal Tariff rates through November 10, 2026, thereby maintaining the 10% Reciprocal Tariff baseline on imports from China during that period. The United States and China are engaged in trade discussions, but there is no assurance that the higher tariffs will be suspended further or that a long-term agreement will be reached, and there is no assurance that the tariff policy will remain in its current form. At the same time, on May 28, 2025, the U.S. Court of International Trade ruled that many of the tariffs the current administration put in place exceeded the president’s legal authority, which was affirmed by the U.S. Court of Appeals for the Federal Circuit on August 29, 2025. On February 20, 2026, the U.S. Supreme Court issued its opinion affirming the lower court’s ruling, striking down the tariffs pursuant to the International Emergency Economic Powers Act (IEEPA). Following this decision, the administration rescinded the IEEPA-based tariffs but concurrently imposed new 10% tariffs for a 150-day period under separate statutory authority. The international tariff policies are rapidly evolving, and the final outcome, including whether the tariff level can be implemented as proposed, is highly uncertain.
- ***Regarding sanctions and export control***, the most significant controls are those administered by the U.S. Department of the Treasury’s Office of Foreign Assets Control (“**OFAC**”), which prohibit the provision of products to certain countries or regions, governments, entities and persons targeted by U.S. sanctions. Regarding U.S. export controls, in October 2022, the Bureau of Industry and Security of the United States Department of Commerce (“**BIS**”) issued an interim final rule (the “**BIS October 2022 IFR**”) to limit China’s access to advanced computing integrated circuits, supercomputers, and advanced semiconductor manufacturing. In October 2023, the BIS released another interim final rule (the “**BIS October 2023 IFR**”) that updated and expanded the restrictions from the BIS October 2022 IFR (together with the BIS’s April 2024 interim final rule, the “**BIS 2022/23 IFRs**”). Among other measures, the BIS 2022/23 IFRs added certain advanced and high-performance computing integrated

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circuits and related computer commodities to the Commerce Control List, imposing new or expanded license requirements for items subject to the U.S. Export Administration Regulations (“**EAR**”) intended for use in developing or producing supercomputers, advanced node integrated circuits, and advanced semiconductor manufacturing equipment in certain jurisdictions, including China. Most recently, in January 2025, the BIS issued an interim final rule (the “**BIS January 2025 IFR**”) to further limit China’s access to advanced computing integrated circuits and advanced semiconductor manufacturing equipment. In addition, from September 29, 2025, the Entity List restrictions apply not only to parties included on the Entity List, but also to any person that is 50% or more owned, directly or indirectly, by parties on the Entity List or certain other restricted party lists (the “**BIS Entity List Affiliate Rule**”). However, on November 12, 2025 the BIS issued a one-year suspension of the BIS Entity List Affiliate Rule, set to end on November 9, 2026, absent a future extension.

If such policy or regulatory changes are prolonged or significant, we cannot assure you that our development timelines, costs, market access and business prospects will not be materially or adversely affected. Such adverse effects include uncertainties to global supply chains, limited access to raw materials, equipment and components, and increased production and compliance costs and uncertainties for companies operating in affected industries. As of the Latest Practicable Date, we believe that we are not subject to any trade restrictions, tariff developments or sanctions risks that would materially affect our operational and financial condition, and we have no plan to pursue the clinical development or commercialization of any of our drug candidates for any indications in jurisdictions with high sanction risks. In addition, as of the same date, we had not generated any revenue, do not plan to directly export any of our commercialized products to overseas markets, and had implemented sanction compliance measures to ensure our ongoing compliance. If these trade restrictions or geopolitical tensions escalate, we may face additional risks such as supply chain restraints, reduced access to key markets, strained customer relationships and loss of market opportunities. Increased compliance costs and operational challenges arising from adhering to complex export control regulations and sanctions could strain our resources. Tariffs, quotas and local content rules may further raise production costs, impacting the profitability and competitiveness of our products. As the Entity List and other sanctions and export control laws and regulations, including the EAR’s de minimis rules and foreign direct product rules, continue to evolve, future sanctions and export controls may significantly impact our business and increase our compliance burdens.

Additionally, biosimilar products may also be subject to extensive patent clearances and patent infringement litigation, which may delay or prevent the commercial launch of a drug candidate. Many pharmaceutical companies, including the ones that developed the reference drugs for which we are developing biosimilars, have developed worldwide patent portfolios of varying sizes and breadth. Many patents may cover a marketed product, including but not limited to the composition of the product, methods of use, formulations, cell line constructions, vectors, growth media, production processes and purification processes. Not all such patents have expired globally, including potentially in the jurisdictions where we intend to commercialize our biosimilar drug candidate. Relevant parties may submit applications for patent term extensions in jurisdictions where extensions are available, seeking to extend patent protection. If approved, such extension may interfere with or delay the launch of our biosimilar product. As such, we cannot assure you that any current biosimilars in our pipeline or future biosimilars we may develop will be approved under the Biosimilars Guideline, in a timely manner or at all, and we may not ultimately be able to develop and market it successfully if we are subject to related intellectual property infringement or misappropriation claims.

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Policies on pricing, reimbursement and centralized procurement may constrain our pricing of biosimilars and adversely affect our margins.

As of the Latest Practicable Date, prices in China are generally market-regulated. However, NHSA-led NRDL negotiations set uniform national payment standards and, together with national or provincial volume-based procurement programs where applicable, can significantly influence transaction prices at public medical institutions. If our biosimilar candidates are approved and become subject to such mechanisms, we may need to offer significant price concessions to secure reimbursement and hospital access. Budget controls, the zero mark-up policy at public hospitals and the “two-invoice system” in distribution may further compress terminal prices and channel margins, limiting pricing flexibility and adversely affecting our revenues and profitability.

The regulatory approval processes of the NMPA and other comparable regulatory authorities are time-consuming and uncertain. If we are unable to obtain without undue delay any regulatory approvals for our drug candidates in our targeted markets, our business may be subject to actual or perceived harm.

Obtaining regulatory approvals from authorities like the NMPA is unpredictable, often taking many years due to numerous factors, including regulatory discretion. We cannot assure meeting diverse jurisdictional requirements or securing approval for our drug candidates. Additional time, effort, and expense may be needed to comply with varying international regulatory processes for market entry. Reasons for potential regulatory disapproval include disagreements on clinical trial design or implementation, failure to demonstrate safety and effectiveness, insufficient or suboptimal clinical data, or not meeting statistical significance. Non-compliance with GCP inspections, unexpected regulatory changes making data insufficient, clinical site audit failures leading to data invalidation, or manufacturing deficiencies are also significant risks.

Regulatory authorities may delay or deny approval by: (i) requesting additional data; (ii) approving fewer or undesired indications; or (iii) making approval contingent on post-marketing trials. Failure to secure timely or comprehensive approval, or to demonstrate sufficient safety and efficacy, will negatively impact commercial prospects, cause reputational damage, and prevent revenue generation, materially affecting our business, financial condition, results of operations, and prospects.

Even after we obtain regulatory approval for the commercialization of our drug candidates, our future approved drugs will continue to remain subject to regulatory scrutiny, which may result in significant additional expense, and if we fail to comply with ongoing regulatory requirements or experience any unanticipated problems with any of our drug candidates, our commercialization efforts may be adversely and materially affected.

After regulatory approval, our drug candidates face continuous oversight from the NMPA and other authorities concerning production, labeling, storage, distribution, advertising, and post-marketing studies. Our manufacturing facilities must also adhere to current GMP standards. New drug safety legislation could increase compliance costs. Ongoing monitoring may necessitate submitting new applications or conducting costly supplemental clinical trials to maintain approvals or expand patient populations. This requires significant time and resources for regulatory compliance and inspections. We cannot assure cost-effective compliance with these post-commercialization regulations, and any failure could materially and adversely affect our business, financial condition, and results of operations.

Changes in laws and regulations relating to the biopharmaceutical industry, including the ongoing healthcare reform in China and the U.S. BIOSECURE Act, may result in additional compliance risks and costs.

In China and other jurisdictions we may operate in future, there have been, and we expect there will continue to be, a number of legislative and regulatory changes relating to the biopharmaceutical industry and the healthcare system, including cost-containment measures that may reduce or limit coverage and reimbursement for newly approved drugs and affect our ability to profitably sell any drug candidates for which we obtain marketing approval.

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In particular, PRC government authorities have implemented policies that aim to further increase the affordability of pharmaceutical products. In an opinion issued in January 2021, the General Office of the State Council further encouraged the collective procurement of public hospitals through the centralized purchase of drugs in large quantities. A centralized tender process will be initiated once the demand for certain drugs reaches a certain quantity or amount, with the emphasis on those high-priced drugs included on the NRDL in great demand. This policy is intended to reduce the retail prices of pharmaceutical products by cutting the intermediaries between hospitals and manufacturers. Consolidated procurement and direct settlement between hospitals and manufacturers may increase the bargaining power of hospitals and increase the pricing pressure on our future drug candidates. If PRC government authorities implement other reforms on the current tender process for pharmaceutical products or revise other policies affecting pharmaceutical prices, which result in downward adjustments to the retail prices of our future drug candidates, our wholesale prices, our revenue and profitability could be adversely affected.

In addition, evolving U.S. biosecurity measures, including the BIOSECURE Act, could restrict eligibility for U.S. federal contracts, loans and grants where covered biotechnology equipment or services are used. We have procured certain CRO/CDMO services from PRC-based affiliates of WuXi AppTec and WuXi Biologics (see “Business — Our Suppliers”). If such measures are enacted, we may need to modify, phase out or transition some engagements, which could require technology transfer and vendor re-qualification, increase costs and lead times, and delay our program. While we are qualifying alternative providers with comparable capabilities and broadly similar pricing, there is no assurance that suitable alternatives will be available on similar terms or within required timelines. The final scope and timing of any enacted legislation remain uncertain. See “Regulatory Overview — U.S. Regulations Potentially Impacting Our Operations — BIOSECURE Act.”

These legislative trends and regulatory measures can potentially affect the sales, profitability and prospects of our drug candidates in the future. The varying interpretations and changing guidance of these laws create ongoing compliance uncertainty and necessitate additional costs for revising disclosure and governance practices. Failure to comply with these laws and their subsequent changes could lead to penalties and harm our business.

The interpretation and enforcement of PRC laws, rules and regulations may continue to develop, which may affect our operations.

We primarily operate in China and are governed by PRC laws, rules and regulations. The PRC legal system is a civil law system based on written statutes. Unlike the common law system, prior court decisions may be cited for reference but have limited precedential value.

In the late 1970s, the PRC government began to promulgate a comprehensive system of laws, rules and regulations governing economic matters in general. Because these laws, rules and regulations are evolving and may give the relevant regulator discretion in how to enforce them, and because of the limited number of published decisions and binding interpretations, the enforcement of these laws, rules and regulations may continue to develop, which may affect our operations.

Our failure to obtain or renew certain approvals, licenses, permits and certificates required for our business, in addition to those related to our manufacturing, may materially and adversely affect us.

Pursuant to relevant laws and regulations, we are required to obtain and maintain various licenses, permits and certificates from relevant authorities to operate our business. Some of these licenses, permits and certificates are subject to periodic renewal and/or reassessment by the relevant authorities, and the standards of such renewal and/or reassessment may change from time to time. Any failure to obtain or renew any licenses, permits and certificates necessary for our operations may result in enforcement actions thereunder, including orders issued by the relevant regulatory authorities suspending our operations, and corrective measures requiring capital expenditure or remedial actions, which in the future could materially and adversely affect our business, financial condition and results of operations.

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Furthermore, if the interpretation or implementation of existing laws and regulations changes or new regulations come into effect requiring us to obtain any additional approvals, licenses, permits and certificates that were previously not required to operate our existing businesses, facilities or any planned future business or facilities, we cannot assure you that we will successfully obtain such approvals, licenses, permits and certificates. Our failure to obtain the additional approvals, permits, licenses or certificates may restrict our ability to conduct our business, which, in turn, could have a material adverse effect on our business, financial condition and results of operations. For further details, please see “Business — Licenses, Permits and Approvals.”

Failure to comply with existing or future laws and regulations related to privacy or data security could lead to government enforcement actions, which could include civil or criminal fines or penalties, private litigation, other liabilities, and/or adverse publicity.

The regulatory framework for the data privacy and security in China is evolving and new laws, regulations, rules and policies are likely to be introduced in this regard for the foreseeable future. See “Regulations — Regulations Relating to Information Security and Data Protection”. Among them, even though we are not subject to the Outbound Data Transfer Security Assessment Measures as of the Latest Practicable Date, we may be subject to such outbound data security assessment as we decide to expand overseas. We will closely monitor and assess any relevant legislative and regulatory development and prepare for a security assessment when necessary.

Maintaining rigorous and continuous compliance with evolving data privacy, security, and transfer laws is a time-intensive process that may incur additional operational costs or necessitate changes to our data processing practices. Non-compliance by us or our third-party vendors, collaborators, or consultants in China or other jurisdictions could lead to enforcement proceedings, significant fines, penalties, judgments, and severe negative publicity or reputational damage, all of which could materially and adversely affect our business, financial condition, and results of operations.

We are subject to environmental protection, health and safety laws and regulations, and may be exposed to potential costs for compliance and liabilities, including consequences of accidental contamination, biological hazards or personal injuries.

We are subject to national and local environmental and health and safety laws, and those of future operating jurisdictions, governing aspects like pollutant discharge and the use of hazardous chemicals in biologics discovery and manufacturing. Biologics development inherently carries risks of accidental contamination or biological hazards, which could lead to liability for damages, clean-up costs, administrative actions, and significant manufacturing disruptions. Our facilities require environmental and health/safety approval or examination before operation. As these laws evolve and become more stringent, we may face difficulties or substantial costs in complying, potentially resulting in rectification orders, fines, damages, or suspension of operations. Any such negative developments could materially and adversely impact our business, financial condition, results of operations, and prospects.

Failure to comply with anti-corruption laws could subject us to investigations, sanctions or fines, which may harm our reputation and materially and adversely affect us.

We have implemented policies to ensure our staff and third parties comply with anti-bribery and anti-corruption laws, particularly those from the PRC government targeting the health sector. These regulations mandate internal controls and risk management, subject to periodic inspections. However, we cannot guarantee full compliance by our employees or collaborators, such as CROs, PIs, hospitals, medical professionals, nor can we assure detection of all improper practices. Any incidents of bribery or corruption involving us could lead to investigations, sanctions, fines, and significant reputational damage.

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We may be restricted from transferring our scientific data abroad.

On March 17, 2018, the General Office of the State Council promulgated the Measures for the Management of Scientific Data (the “Scientific Data Measures”) (《科學數據管理辦法》), which provides a broad definition of scientific data and relevant rules for the management of scientific data. According to the Scientific Data Measures, enterprises in China must seek governmental approval before any scientific data involving a state secret may be transferred abroad or to foreign parties. Further, any researcher conducting research funded at least in part by the Chinese government is required to submit relevant scientific data for management by the entity to which such researcher is affiliated before such data may be published in any foreign academic journal. Given the term “state secret” is not clearly defined, we cannot assure you that we can always obtain relevant approvals for sending scientific data (such as the results of our preclinical studies or clinical trials conducted within China) abroad or to our foreign partners in China. If we are unable to obtain necessary approvals in a timely manner, or at all, our research and development of drug candidates may be hindered, which may materially and adversely affect our business, financial condition, results of operations and prospects. If the relevant government authorities consider the transmission of our scientific data to be in violation of the requirements under the Scientific Data Measures, we may be subject to fines and other administrative penalties imposed by those government authorities.

Risks Relating to Our General Operations

Our future success depends in part on our ability to retain our senior management, scientific researchers and other qualified personnel.

We are highly dependent on the expertise and insights of our senior management team, and recruiting and retaining qualified scientific, technical, clinical, manufacturing, and sales/marketing personnel is critical for our success. The loss of these individuals could impede our research, development, and commercialization objectives, and despite non-compete clauses, increase competitive pressure. Replacing such specialized personnel is difficult and time-consuming due to a limited talent pool and intense industry competition. This may force us to offer higher compensation, adversely affecting our financial condition, and we risk not keeping pace with technological and regulatory standards. Any inability to attract, motivate, train, or retain qualified personnel could have a material adverse effect on our business, financial condition, and prospects.

We may encounter difficulties in managing our growth and expanding our operations successfully.

Our future financial performance and our ability to commercialize our drug candidates will also depend, in part, on our ability to effectively manage our growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to implement our long-term development strategies. For details, see “Business — Our Strategies.” As we continue to implement our development strategies, we intend to expand our operations and add a significant number of managerial, R&D, manufacturing, sales and marketing, and other personnel. Our recent and future growth will significantly increase management’s responsibilities, including identifying, recruiting, integrating, maintaining, and motivating employees. This also involves effectively managing internal development efforts, particularly clinical and regulatory processes, while fulfilling contractual obligations, and continuously improving operational, financial, and management controls, reporting systems, and procedures. If we cannot effectively manage our growth and further expand our organization, we may not be able to successfully develop and commercialize our drug candidates and, accordingly, may not achieve our research, development and commercialization goals.

We invest substantial resources in research and development in order to develop, enhance or adapt to new technologies and methodologies, which we may not be able to do successfully.

The global biologics market is constantly evolving, and we must keep pace with new technologies and methodologies to maintain our competitive position. We must continue to invest significant amounts of human and capital resources to develop or acquire technologies that will allow us to enhance the scope and quality of our services. We intend to continue to enhance our

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technical capabilities in drug discovery, development, and manufacturing, which are capital and time intensive. We cannot assure you that we will successfully develop, enhance, or adapt to new technologies, identify new opportunities, bring new products to market, secure intellectual property protection, or obtain timely and cost-effective regulatory approvals. Even if products are introduced, market acceptance is not guaranteed. Failure in these areas could render our technologies obsolete, significantly reducing demand for our services and harming our business and prospects.

Increased labor costs could slow our growth and affect our profitability.

Our operations depend in part on the skills and know-how of our employees. In recent years, the average labor cost in the global biopharmaceutical market, particularly for highly skilled and experienced personnel, has been steadily increasing as the competition for qualified employees has become more intense. We cannot assure you that there will be no further increase in labor cost, which may adversely affect our operations and financial condition. In addition, share options and other share-based incentives granted under our existing or future share-based incentive arrangements and scheme could adversely affect our costs and our results of operations. See also “— Risks Relating to Our Financial Position and Need for Additional Capital — We have incurred and may continue to incur share-based payments. The issuance of share-based payment awards may cause dilution to our existing Shareholders and may affect the market price of our H Shares.”

Our relationships with PIs, leading hospitals and medical practitioners may affect the clinical development and future marketing of our products.

Our relationships with principal investigators, leading hospitals and medical practitioners play an important role in our R&D and marketing activities. We implement a clinical demand-oriented and highly responsive R&D strategy by establishing extensive interaction channels with principal investigators, leading hospitals and medical practitioners to gain first-hand knowledge of clinical needs and clinical practice trends, which is critical to our ability to develop new market-responsive drugs and improve our existing drug candidates. We are planning to develop our own commercialization team and network, with an initial focus on key hospitals and leading physicians across China’s extensive local markets. We are also committed to enhancing our collaborations with top hospitals and academic institutions in China to ensure our timely access to cutting-edge research and support our existing and future pipeline. See also “Business — Strategies” and “Business — Commercialization, Sales, Marketing and Distribution.”

We cannot assure the maintenance or strengthening of our clinical collaborations with principal investigators, KOLs, and leading hospitals, nor that these efforts will lead to successful new product development. Industry participants may cease cooperation or work with competitors. Their market insights, despite influencing our R&D, could be inaccurate, leading to drugs with low market potential, or even if correct, we may still fail to develop commercially viable drugs. Failure to develop new drugs or generate anticipated returns from these relationships could materially and adversely affect our business, financial condition, and results of operations.

Our reputation is important to our success. Negative publicity with respect to us, our substantial shareholder, management, employees, business partners, affiliates, CMOs, CROs, PIs and hospitals or our industry may materially and adversely affect our reputation, business, results of operations and prospects.

We believe that market awareness and recognition of our brand image, and the maintenance of a positive brand image, is crucial to the success of our business. However, our reputation is vulnerable to potential threats that can be difficult or impossible to control, and costly or impossible to remediate. While we will continue to promote our brands to remain competitive, we may not be successful in doing so. In addition, we may engage various third parties, such as CMOs, PIs and hospitals, to advance our clinical development programs, expand our commercialization network and increase market access for our drugs, which can make it increasingly difficult to effectively manage our brand reputation, as we have relatively limited control over these third parties.

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Disputes, legal proceedings, regulatory inquiries, investigations, or perceived unethical conduct involving us, our shareholders, management, employees, partners, or affiliates could significantly harm our reputation and business. Regardless of the merits or outcome, such events can impede our ability to attract talent and partners, and hinder business growth.

Changes in relations between China and other countries may cause disruptions to our clinical development, drug manufacturing processes and other aspects of our business and operations.

Uncertain U.S. government actions regarding trade policies with China could lead to new tariffs, laws, or renegotiated trade agreements, potentially impacting our industry. Although we have not commenced commercial sales, unfavorable policies like capital controls or tariffs could disrupt raw material import/export, drug development, and manufacturing. Such changes might also negatively affect hiring R&D personnel, drug demand and competitiveness, and even prevent sales in certain countries. Any such shifts could materially and adversely affect our business, financial condition, results of operations, and prospects.

We may be involved in litigation, legal disputes, claims or administrative proceedings in the ordinary course of business, including product liabilities, which could be costly and time-consuming to resolve.

We may face legal proceedings and claims in the ordinary course of business or from governmental enforcement. These could incur substantial costs and divert management's attention and resources. Initially minor disputes can escalate due to changing facts, increased stakes, or involved parties. Our insurance might not cover all claims, provide sufficient funds, or remain available on acceptable terms.

We face an inherent risk of product liability from clinical testing and future commercialization of our drug candidates, including: (i) claims of manufacturing or design defects, failure to warn, negligence, strict liability, or breach of warranties; (ii) an unsuccessful defense against such claims, or inability to obtain indemnification from partners, could lead to substantial liabilities or commercialization limits; (iii) even a successful defense would consume significant financial and management resources; (iv) product liability claims can result in reduced demand for our drugs, reputational damage, withdrawal of clinical trial participants, inability to commercialize, revenue loss, substantial monetary damages, and product recalls or marketing restrictions; and (v) failure to defend ourselves could expose us to civil liability for adverse events, criminal liability, and administrative actions like license revocation if our products are deemed defective.

Beyond product liability, we face risks from employee labor disputes or occupational injuries, and limited control over employee/partner behavior that could harm customer interests. We may also become subject to legal proceedings and claims arising from collaborations, with shareholders, or other third parties. Such disputes, even if successfully defended, could incur substantial costs, divert management attention and resources, and damage our reputation, materially affecting our business, financial position, and brand value.

PRC laws mandate product liability insurance for clinical trials, which may be prohibitively expensive or insufficient to cover potential liabilities, thus hindering drug candidate commercialization. Claims against us could exceed insurance limits or fall under exclusions, requiring us to pay uncovered amounts. We may lack, or be unable to obtain, sufficient capital to cover such liabilities.

We depend on information technology and other infrastructure that are exposed to certain risks, including cyber security risks.

We rely on a variety of information technology and automated operating systems to manage or support our operations, including protecting our intellectual property. The proper functioning of these systems is critical to the efficient operation and management of our business. In addition, these systems may require modifications or upgrades as a result of technological changes or growth

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in our business. These changes may be costly and disruptive to our operations and could impose substantial demands on management time. Our systems, the systems of our CROs, CMO partner, hospitals, PIs, consultants and the systems of third-party providers for the foregoing may be vulnerable to damage or disruption caused by circumstances beyond our control, such as catastrophic events, power outages, natural disasters, computer system or network failures, viruses or malware, physical or electronic break-ins, unauthorized access, cyber-attacks and thefts. We cannot assure you that the measures and steps we, other third-parties such as CROs and third-party service providers take to secure our and their systems and electronic information are adequate. Any significant disruption to our systems, other third-parties and the third-party providers could result in unauthorized disclosure of confidential information and adversely affect our business and operating results.

Our business and operations could be adversely affected by the effects of health pandemics or epidemics, including the outbreak of COVID-19, in regions where we, or third parties on which we rely, have significant manufacturing facilities, concentrations of clinical trial sites or other business operations.

Health pandemics, such as COVID-19, can significantly disrupt our business, creating volatility and uncertainty. Such outbreaks could lead to employee quarantines, impact raw material availability and cost, and negatively affect our manufacturing capabilities, business operations, and clinical program timelines. Clinical trials may experience delays in site initiation and patient enrollment due to hospital resource prioritization, patient movement restrictions, or difficulties in recruiting investigators and staff. The economic fallout from pandemics can also disrupt global financial markets, making capital access more difficult and negatively impacting our liquidity, business, and share value.

We have limited insurance coverage, and any claims beyond our insurance coverage may result in us incurring substantial costs and a diversion of resources.

We maintain insurance policies that are required under the PRC laws and regulations as well as based on our assessment of our operational needs and industry practice. For more details, please see “Business — Insurance.” This coverage may prove to be inadequate or could cease to be available to us on acceptable terms, if at all. A claim brought against us that is uninsured or under-insured could harm our business, financial condition and results of operations. Our insurance coverage may be insufficient for claims such as product liability, fixed asset damage, or employee injuries. Any liabilities or damages exceeding our coverage could lead to substantial costs and divert resources.

Our property valuation is based on certain assumptions which, by their nature, are subjective and uncertain and may materially differ from actual results.

The property valuation report prepared by Colliers, an independent property valuer, set out in the Property Valuation Report set out as Appendix III to this document with respect to the appraised values of our properties is based on various assumptions, which are subjective and uncertain in nature. The assumptions that Colliers used in the property valuation report include that the seller sells the property interest in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the property interest. Certain of the assumptions used by Colliers in reaching the appraised value of our properties may be inaccurate or unreasonable. In addition, unforeseeable changes in general and local economic conditions or other factors beyond our control may affect the value of our properties. As a result, the appraised value of our properties may differ materially from the price we could receive in an actual sale of the properties in the market and should not be taken as their actual realizable value or an estimation of their realizable value. You should not place undue reliance on such values attributable to these properties as appraised by Colliers.

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We are subject to governmental approvals and compliance requirements in relation to the lands and buildings that we own and our construction in progress.

We are required to obtain various permits, certificates and other approvals from, or filings with, relevant government authorities at different stages of construction of property development, including but not limited to the real estate ownership certificate, planning permits, construction permits, certificates for passing environmental assessments, certificates for passing fire control assessments, certificates for passing construction completion inspections and filings for construction completion inspections.

During the Track Record Period, we commenced certain stages of some of our construction in progress before we obtained the Construction Permit and the approval for the environmental impact report. We may be subject to order to stop construction, order to rectify within a time limit and fines not less than 1% but not more than 2% of the project contract price for commencing construction before obtaining Construction Permit. For commencing construction before obtaining approval for the environmental impact report, depending on the severity of the violation and the consequences of the harm, a fine of not less than 1% but not more than 5% of the total investment of the construction project may be imposed, and such construction entity may be ordered to restore the original state. We have rectified such incidents by obtaining relevant certificates and approvals thereafter. However, we cannot guarantee you that we will not be subject to any administrative fines or other penalties due to the lack of the requisite certificates and approvals during the Track Record Period. We may also in the future encounter difficulties in obtaining the relevant permits, certificates, approvals and filings for the construction and development of our new facilities, which may negatively affect our growth strategies. For Directors’ views, see “Business — Properties — Owned Properties.”

In addition, one of our land parcels in Chengdu, may be classified as idle land, subject to a land idle fee at 20% of the land transfer or allocation price or clawback of land rights without compensation. As of the Latest Practicable Date, we have not received any formal notification from government authorities indicating such land is idle land. Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang High-Tech Industrial Park Management Committee (成都溫江高新技術產業園區管委會) in May 2025 and obtained relevant confirmation therefrom in June 2025, and have further conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Planning and Natural Resources Bureau (成都市溫江區規劃和自然資源局) in June 2025.

We are subject to risks in relation to leased properties.

We may be subject to a number of risks in relation to the leased properties in the ordinary course of the businesses, including but not limited to the following:

- For one of our leased properties that we use for offices, the lessor with whom we enter into lease agreements did not provide the valid property ownership certificates, hence we cannot ensure that it has the rights to lease such property to us. If the lessor’s right to such property has any defect or is challenged by any third party, or is subject to any third party’s right, our lease could be invalidated or terminated. However, we will proactively seek remedies from the lessor according to our lease agreement in case of any challenges of defects are raised, and in the event that our leases are deemed invalidated or terminated, as such leased property is only used for office, we do not foresee any material obstacles for relocation of such office to a new premise.
- In addition, all of our lease agreements had not been registered and filed with the relevant land and real estate administration bureaus in the PRC. As advised by our PRC Legal Adviser, the relevant government authorities may impose a fine ranging from RMB1,000 to RMB10,000 on each lease agreement and RMB8,000 to RMB80,000 in the aggregate if we fail to rectify within the prescribed period after receiving notices from the relevant PRC government authorities.

For Directors’ views, see “Business — Properties — Leased Properties.”

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Our potential engagement in acquisitions or strategic partnerships in the future may increase our capital requirements, cause dilution for our Shareholders, cause us to incur debt or assume contingent liabilities, and subject us to other risks.

To enhance our growth, we may acquire businesses, products, technologies or know-how or enter into strategic partnerships that we believe would benefit us in terms of product development, technology advancement or distribution network, among others.

Any completed, in-process, or potential acquisition or strategic partnership carries numerous risks, including that: (i) there is substantial time and expense during negotiations without guaranteed success, and adverse impacts on financial results such as goodwill impairment, increased operating expenses, and higher cash requirements; (ii) we might assume additional debt or contingencies, or our shareholders could face dilution from equity issuance; (iii) integration challenges are significant, encompassing operations, intellectual property, products, and personnel, potentially failing to achieve intended synergies; (iv) such endeavors can also divert management’s attention from existing programs, risk the loss of key employees, and jeopardize crucial business relationships; and (v) we face uncertainties related to the other party’s prospects and existing products, the potential inability to generate sufficient revenue from acquired assets, and the discovery of deficiencies in internal controls, data integrity, product quality, or regulatory compliance within the acquired business, which could lead to penalties or lawsuits.

Further, any difficulties in the integration of acquired businesses, products or technologies or unexpected penalties, lawsuits or liabilities in connection with such businesses, product or technologies could have a material adverse effect on our reputation, business, financial condition and results of operations. In addition, if we undertake acquisitions, we may issue dilutive securities, assume or incur debt obligations, incur large one-time expenses and acquire intangible assets that could result in significant future amortization expense.

Changes in economic, political and social conditions could have a material and adverse impact on our future prospects, business, results of operations and financial condition.

A substantial portion of our future revenue is expected to be derived from our businesses in the PRC. Accordingly, our prospects, business, results of operations, and financial condition are, to a material extent, subject to economic, political and legal developments in the PRC. If the macroeconomic condition in China experiences significant adverse changes, demand for our products and our ability to maintain our operations may suffer, which could consequently lead to a material and adverse impact on our business, results of operations and financial condition.

China’s economy has experienced significant growth over the past decades since the implementation of reform and opening-up policy. In recent years, the PRC government has implemented measures emphasizing the utilization of market forces in economic reform and the establishment of sound corporate governance practices in business enterprises. These economic reform measures may be adaptively adjusted from industry to industry or across different regions of the country. Changes in China’s business environment and changes in the business environment in jurisdictions we may operate in the future could have a material and adverse impact on our business, results of operations and financial condition.

We are subject to the currency exchange regulatory system.

Our revenue is denominated in Renminbi, and we convert a portion to other currencies for foreign obligations, such as H Share dividends. While current PRC laws allow this with procedural compliance, the government may, in the future, restrict access to foreign currencies. This could prevent us from paying foreign currency dividends or meeting other foreign exchange requirements, such as funding capital expenditures. Any such insufficiency would materially and adversely impact our future prospects, business, results of operations, and financial condition.

RISK FACTORS

Fluctuations in exchange rates may adversely affect our results of operations.

The value of RMB against the Hong Kong dollar, the U.S. dollar and other currencies fluctuates, is subject to changes resulting from the PRC government’s policies and depends to a large extent on domestic and international economic and political developments as well as supply and demand in the local market. It is difficult to predict how market forces or government policies may impact the exchange rate between the RMB and the Hong Kong dollar, the U.S. dollar or other currencies in the future.

The [REDACTED] from the [REDACTED] will be received in Hong Kong dollars. As a result, any appreciation of the Renminbi against the Hong Kong dollar, the U.S. dollar or any other foreign currencies may result in the decrease in the value of our [REDACTED] from the [REDACTED]. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, our H Shares in foreign currency. In addition, there are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs. Any of these factors could materially and adversely affect our business, financial condition, results of operations and prospects, and could reduce the value of, and dividends payable on, our H Shares in foreign currency terms.

Our operations are subject to PRC tax laws and regulations.

We are subject to periodic examinations on fulfillment of our tax obligation under the PRC tax laws and regulations by PRC tax authorities. The PRC tax laws and regulations might be subject to interpretations and adjustments by relevant authorities from time to time. As a result, we cannot assure you that future examinations by PRC tax authorities would not result in fines, other penalties or actions that could have a material and adverse impact on our future prospects, business, results of operations and financial condition.

We may be required to pay late payment fines or other penalties in connection with our failure to contribute to social insurance and housing provident funds.

In accordance with applicable PRC laws and regulations, we are obliged to contribute to social insurance and housing provident funds for our employees. During the Track Record Period, except for employees of Shanghai Jingze, one of our subsidiaries, we did not fully contribute to social insurance and housing provident funds for all of our employees.

According to the Regulations on Administration of Housing Provident Fund (《住房公積金管理條例》), if we fail to pay the full amount of housing provident fund contributions as required, the housing provident fund management center may require payment of the outstanding amount within a prescribed period. If the payment is not made within the prescribed deadlines, an application may be made to the relevant PRC courts for compulsory enforcement. The cumulative under-provided amount for housing provident fund is RMB1.7 million as of April 30, 2026, which is our maximum financial exposure for non-compliance with housing provident fund requirements. According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), for outstanding social insurance fund contributions that we did not fully pay within the prescribed deadlines, the relevant PRC authorities may demand that we pay the outstanding social insurance contributions within a stipulated deadline and we may be liable for a late payment fee equal to 0.05% of the outstanding contribution amount for each day of delay. If we fail to repay the outstanding social insurance contributions within the stipulated period, we may be liable to a fine of one to three times the outstanding contribution amount. The cumulative under-provided amount for social insurance is RMB5.8 million as of April 30, 2026, and our maximum financial exposure for non-compliance with social insurance requirements is therefore three times this amount plus late fee.

During the Track Record Period, we had not made social insurance and housing provident funds for some of our employees in full in accordance with the relevant PRC laws and regulations mainly in Chengdu. In 2024, 2025 and four months ended April 30, 2026, our shortfall for social insurance and housing provident fund amounted to RMB0.6 million, RMB0.3 million and RMB0.5 million. During the Track Record Period and up to the Latest Practicable Date, we had not been imposed any administrative penalties as a result of our non-compliance with social insurance and housing provident fund related PRC laws and regulations, or received any significant employee reports, complaints, or material claim related to social insurance or housing provident fund matters, nor had we experienced any strike or labor dispute with our employees which had or may have a material impact on our business.

RISK FACTORS

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Human Resources and Social Security Bureau (成都市溫江區人力資源和社會保障局) in May 2025. The interviewee confirmed that (i) Chengdu Wenjiang District Human Resources and Social Security Bureau is the competent authority of management, recovery, and punishment of social insurance (excluding medical and maternity insurance) premiums before January 2024, (ii) the bureau typically conducts inspections of employers’ contribution compliance when receiving employee complaints or reports, and if deficiencies in payment are verified during such inspections, employers are generally required to rectify the shortfall within a specified period and make up the unpaid contributions, and provided the employer fulfills these corrective measures on time, no further penalties will be imposed; and (iii) at present, no investigations, recovery actions, warnings, notifications, or administrative penalties have been initiated against Chengdu Jingze, and no employee complaints or reports regarding Chengdu Jingze’s social security contribution compliance have been received to date.

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Medical Security Bureau (成都市溫江區醫療保障局) in May 2025. The interviewee confirmed that (i) Chengdu Wenjiang District Medical Security Bureau is the competent authority of the management and recovery data of medical and maternity insurance premiums before January 2024, (ii) the bureau typically conducts inspections of employers’ contribution compliance when receiving employee complaints or reports and by big data comparison within the system, and if deficiencies in payment are verified during such inspections, employers are generally required to rectify the shortfall within a specified period and make up the unpaid contributions, and provided the employer fulfills these corrective measures on time, no further penalties will be imposed; and (iii) at present, no investigations, recovery actions, warnings, notifications, or administrative penalties have been initiated against Chengdu Jingze, no employee complaints or reports regarding Chengdu Jingze’s medical and maternity insurance contribution compliance have been received to date, and the big data comparison within the system does not indicate any inconsistency of Chengdu Jingze.

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Housing Provident Fund Management Center (成都住房公積金管理中心溫江服務部) in May 2025. The interviewee confirmed that (i) Wenjiang Service Department of Chengdu Housing Provident Fund Management Center is the competent department for housing provident fund collection and punishment, (ii) typically, the center will not actively request the employer to make up the payment, deposit within a time limit or impose punishment if no complaints or reports are filed, and no further measures will be imposed if the rectification is completed within the specified time limit; and (iii) currently, there are no complaints or reports against Chengdu Jingze.

For relevant Director and PRC Legal Adviser views, please see “Business — Employees.”

RISKS RELATING TO OUR FINANCIAL POSITION AND NEED FOR ADDITIONAL CAPITAL

We have a limited operating history, which may make it difficult to evaluate our current business and predict our future performance.

We are primarily a clinical-stage biopharmaceutical company with a relatively short operating history. See “History and Development.” Our operations to date have focused on establishing our intellectual property portfolio, conducting drug discovery, preclinical studies and clinical trials of our drug candidates, forging collaboration and strategic partnerships for commercialization, and organizing and staffing our operations. We have limited experience in commercial-scale manufacturing, sales, and marketing. This makes predicting our future performance difficult, and we may face unforeseen expenses, challenges, and delays, which could adversely affect our business if not addressed successfully.

RISK FACTORS

We incurred net losses during the Track Record Period, and we anticipate we will continue to incur losses in the near future and may not achieve or maintain profitability in the future.

Investment in the development of biopharmaceutical drug candidates is highly speculative as it entails substantial upfront expenditures and significant risks that a drug candidate may fail to demonstrate efficacy and safety to gain regulatory or marketing approvals or become commercially viable. During the Track Record Period, we financed our operations primarily through borrowings from banks and proceeds from our various series of financing. We had not generated any revenue from the sales of commercialized products as of the Latest Practicable Date, and we continue to incur significant research and development expenses and other expenses related to our ongoing operations. As a result, we are not profitable and have incurred significant net losses since our inception. In 2024, 2025 and the four months ended April 30, 2025 and 2026, our net losses were RMB242.7 million, RMB270.4 million, RMB82.2 million and RMB89.3 million, respectively.

Substantially all of our net losses during the Track Record Period resulted from costs and expenses incurred by our research and development activities, including those in relation to our preclinical studies and clinical trials. In 2024, 2025 and the four months ended April 30, 2025 and 2026, research and development expenses amounted to 72.3%, 60.5%, 66.3% and 55.1% of our total operating expenses, respectively. See “Financial Information — Principal Components of Results of Operations” for details. Our ability to generate revenue and achieve profitability depends significantly on our success in advancing drug candidates into later stages of clinical development, and obtaining regulatory approvals for each drug candidate, which we may not be able to do in a timely manner or at all.

We anticipate continued and increasing net losses in the foreseeable future as we: (i) advance clinical and preclinical studies; (ii) discover, develop, and in-license new drug candidates; (iii) seek regulatory approvals; (iv) manufacture for trials and commercial sale; (v) manage license and collaboration arrangements; (vi) commercialize approved drugs; (vii) expand our intellectual property; (viii) attract skilled personnel; and (ix) incur expenses associated with operating as a public company.

Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods thereafter. Our net losses have had, and will continue to have, an adverse effect on our working capital and shareholders’ equity. Our failure to become and remain profitable may affect investors’ perception of the potential value of our Company and could impair our ability to raise additional capital, expand our business or continue our operations. Failure to become and remain profitable may also adversely affect the market price of our H Shares. A decline in the market price of our H Shares could cause potential investors to lose all or part of their investment in our business.

We had net liabilities, net current liabilities and net operating cash outflows as of the end of and during the Track Record Period, which may continue into the foreseeable future and expose us to liquidity risk.

As of December 31, 2024 and 2025 and April 30, 2026, we had net liabilities of RMB1,258.4 million, RMB1,486.5 million and RMB1,568.1 million, respectively. In addition, we recorded net current liabilities of RMB1,324.7 million, RMB1,563.8 million and RMB1,651.5 million as of December 31, 2024, 2025 and April 30, 2026, respectively, mainly attributable to bank loans and redemption liabilities on equity shares, respectively, as of the same dates, which we borrowed primarily from various banks in China and raised additional funds through equity financing to fund our investments in our business. A net liabilities position can expose us to the risk of shortfalls in liquidity, in which case our ability to raise funds or obtain bank loans will be materially and adversely affected.

We had net cash used in operating activities of RMB121.8 million, RMB118.1 million, RMB29.2 million and RMB37.0 million in 2024, 2025 and the four months ended April 30, 2025 and 2026, respectively, primarily for our research and development activities. We may experience net cash outflows from our operating activities from time to time. See “Financial Information — Liquidity and Capital Resources.” Our forecast of the period of time through which our capital resources will be adequate to support our operations is a forward-looking statement and involves risks and uncertainties. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we currently expect.

RISK FACTORS

If we are unable to maintain adequate working capital or obtain sufficient financings to meet our capital needs, we may be unable to continue our operations according to our plan, default on our payment obligations and fail to meet our capital expenditure requirements, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

We may need to obtain substantial additional financing to fund our operations and may be forced to accept unfavorable terms or limitations on our operation during the process. If financing is not available on terms acceptable to us, or at all, we may be unable to complete the development and commercialization of our drug candidates.

During the Track Record Period, we financed our operations, including our R&D activities in relation to our preclinical studies and clinical trials, primarily through interest-bearing loans from banks and proceeds from our various rounds of financing.

We expect to fund our future operations primarily with existing cash and cash equivalents, payments received from our license-out arrangements and collaboration agreements, and net [REDACTED] from the [REDACTED]. Upon the successful commercialization of more drug candidates, we expect to fund our operations in part with income generated from sales of our commercialized drug products. Changes in our ability to fund our operations may affect our cash flow and results of operations. We may require substantial additional capital to meet our continued operating cash requirements, especially to fund our research and development activities, commercialization of our drug candidates and development of manufacturing capabilities. Our future funding requirements will depend on numerous factors, including: (i) the progress, timing, scope, and costs associated with our clinical trials, patient enrollment, and regulatory approvals for our drug candidates; (ii) the expenses for discovering and early developing additional drug candidates, preparing for their commercialization and product launches, and meeting manufacturing needs for both clinical and approved products; (iii) milestone and royalty payments; (iv) the costs of intellectual property protection; (v) cash needs for future acquisitions or in-licensed drugs; and (vi) the expenses related to headcount growth.

As our business continues to expand, we may seek additional funding through equity offerings, debt financings, license and collaboration arrangements and other sources, which may not be available on terms favorable or commercially reasonable to us or at all.

Our ability to raise funds will also depend on the prevailing financial, economic and market conditions and factors from other aspects, such as our relationship with commercial banks, many of which are beyond our control. If adequate funds are not available to us on a timely basis, we may be required to delay, limit, reduce or terminate preclinical studies, clinical trials or other research and development activities, or the commercialization of one or more of our drug candidates, which may adversely affect our business prospects.

We had substantial indebtedness and net current liabilities during the Track Record Period, and may continue to incur significant debt going forward, which may expose us to liquidity risk.

We had interest-bearing loans of RMB111.2 million as of April 30, 2026. We had loan from a shareholder amounting to RMB121.1 million as of April 30, 2026. A large balance of indebtedness, whether from banks or related parties, may require that we devote our financial resources to servicing such debt rather than funding our operating activities and investments in research and development, which constrains our capital flexibility and may in turn adversely affect our drug development timetable. It may also be a challenge for us to service our interest and principal repayments in a timely manner or at all, which could trigger cross-defaults with other debt, as applicable, as well as limit our ability to obtain further debt financing. Given our historical reliance on external financing, such developments could have a material adverse effect on our business, financial condition and results of operations.

RISK FACTORS

We benefit from certain preferential tax treatments and government grants, the expiration of or changes to which could adversely affect our business, financial condition and results of operations.

We currently benefit from certain preferential tax treatments. According to the EIT Law and its relevant regulations, entities that qualified as High and New Technology Enterprise are entitled to a preferential income tax rate of 15%. Shanghai Jingze, Chengdu Jingze and the Company qualified as High and New Technology Enterprises and enjoyed preferential income tax rate of 15% from 2024 to 2025.

We cannot assure you that these preferential tax treatments will continue to be available to us in the future, or that these preferential tax treatments will not be changed, as a result of changes in government policy, administrative decisions or otherwise, in which case our financial condition and results of operations may be adversely affected. See “Note 11 to the Accountant’s Report in Appendix I” to this document for details.

Moreover, we recorded government grants of RMB10.5 million, RMB1.8 million, RMB0.4 million and RMB0.3 million in 2024, 2025 and the four months ended April 30, 2025 and 2026, respectively. These government grants primarily represent government subsidies for the purpose of compensating us for the expenses in relation to our R&D activities and construction of our manufacturing facilities. These government grants are provided to us at the discretion of the relevant government authorities, who could determine at any time to eliminate or reduce these financial incentives, and may therefore vary from period to period going forward. For more details, please see “Financial Information — Principal Components of Results of Operations — Other income.”

Our receipt of government grants and eligibility for preferential income tax treatment are subject to discretionary approval, meaning our net income can fluctuate significantly based on changes to these benefits. There is no assurance we will continue to receive grants at current levels or remain eligible for preferential tax treatment. The discontinuation of these financial incentives could adversely affect our financial condition, results of operations, cash flows, and prospects.

We have incurred and may continue to incur share-based payments. The issuance of share-based payment awards may cause dilution to our existing Shareholders and may affect the market price of our H Shares.

In 2024, 2025 and the four months ended April 30, 2025 and 2026, we recognized share-based payment expense of a net reversal of RMB0.08 million, and expenses of RMB12.9 million, RMB0.1 million and RMB7.7 million, respectively. We only granted shares to our certain key employees during the Track Record Period. In the future, we may issue options and shares to our Directors, senior management and/or key employees to incentivize their performance and align their interests with ours. As a result, we may incur equity-settled share-based payments, which could have a material adverse effect on our net profits. Furthermore, the grant of equity-accounted share-based payments may result in an immediate and potentially substantial dilution to our existing Shareholders and could result in a decline in the value of our H Shares.

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our H Shares.

Prior to the [REDACTED], there was no public market for our H Shares. The [REDACTED] for our H Shares to the public was the result of negotiations between us and the [REDACTED] (for themselves and on behalf of the [REDACTED]), and the [REDACTED] may differ significantly from the market price for our H Shares following the [REDACTED]. We have applied for [REDACTED] of, and permission to deal in, our H Shares on the Stock Exchange. Pursuant to the applicable PRC laws, all of the Shares in issue as of the date of this document will be subject to a lock-up period of one year from the [REDACTED]. Further, the [REDACTED] to be issued to the Cornerstone Investors are subject to a six-month lock-up period following the [REDACTED] pursuant to the terms of the Cornerstone Investment Agreements. A [REDACTED] on the Stock Exchange, however, does not guarantee that an active trading market for our H Shares will develop, or if it does develop, will be sustained following the [REDACTED] or that the market price of our H Shares will not decline following the [REDACTED].

RISK FACTORS

The trading volume and market price of our H Shares may be volatile, which may result in substantial losses for investors subscribing for or purchasing our H Shares pursuant to the [REDACTED].

The price and trading volume of our H Shares may be highly volatile due to various factors, some of which are beyond our control, including: (i) actual or anticipated fluctuations in our results of operations (such as variations arising from foreign exchange rate fluctuations); (ii) news regarding the recruitment or loss of key personnel by us or our competitors; (iii) announcements of competitive developments, acquisitions, or strategic alliances in our industry; (iv) changes in earnings estimates or recommendations by financial analysts; (v) potential litigation or regulatory investigations; (vi) changes in general economic conditions or other developments affecting us or our industry; (vii) changes in any relevant government policies or regulations; (viii) price movements on international stock markets, the operating and stock price performance of other companies, other industries, and other events or factors beyond our control; and (ix) the release of lock-up or other transfer restrictions on our outstanding Shares, or sales or perceived sales of additional Shares by substantial shareholders or other shareholders.

Future sales or perceived sales or conversion of substantial amounts of our Shares in the public market, including any future offering of H Shares, could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholding.

The market price of our H Shares could decline as a result of future sales or issuances of a substantial number of our H Shares or other securities relating to our H Shares in the public market, or the perception that such sales or issuances may occur. Moreover, such future sales or perceived sales may also adversely affect the prevailing market price of our H Shares and our ability to raise capital in the future at a favorable time and price. The H Shares held by the substantial shareholder are subject to certain lock-up undertakings for a period of up to twelve months after the [REDACTED]. See “[REDACTED]” for further details. We cannot assure you that they will not dispose of their Shares they may own now or in the future.

Furthermore, if additional funds are raised through our issuance of new equity or equity-linked securities other than on a pro-rata basis to existing Shareholders, the percentage ownership for such Shareholders may be reduced. Such new securities may also confer rights and privileges that take priority over those conferred by the H Shares.

You will incur immediate and significant dilution and may face further dilution if we issue additional Shares in the future.

The [REDACTED] for our H Shares is higher than the net tangible assets book value per H Share initially issued to our Shareholders prior to the [REDACTED]. Consequently, purchasers of our H Shares in the [REDACTED] will face an immediate dilution, and our Shareholders prior to the [REDACTED] will experience an increase in the [REDACTED] consolidated net tangible assets book value per H Share of their H Shares. Moreover, we may in the future consider seeking a [REDACTED] of our Shares in jurisdictions other than Hong Kong, which would similarly dilute the holdings of our H Share investors.

We cannot assure you that the H Shares will remain [REDACTED] on the Stock Exchange of Hong Kong.

We cannot guarantee the continued [REDACTED] of the H Shares. Among other factors, our Company may not continue to satisfy the [REDACTED] requirements of the Stock Exchange. Holders of H Shares would not be able to sell their H Shares through [REDACTED] on the Stock Exchange if the H Shares were no longer [REDACTED] on the Stock Exchange.

RISK FACTORS

Our Single Largest Group of Shareholders have substantial control over our Company and their interests may not be aligned with the interests of the other Shareholders.

Prior to and immediately following the completion of the [REDACTED], our Single Largest Group of Shareholders have remained substantial control over our Company. Subject to the Articles of Association, our Single Largest Group of Shareholders will be able to exercise significant control and exert significant influence over our business or otherwise on matters of significance to us and other Shareholders by voting at the general meeting of the Shareholders and at Board meetings. The interest of our Single Largest Group of Shareholders may differ from the interests of other Shareholders and they are free to exercise their votes according to their interests. To the extent that the interests of our Single Largest Group of Shareholders conflict with the interests of other Shareholders, the interests of other Shareholders can be disadvantaged and harmed.

Payment of dividends is subject to restrictions under the PRC law and there is no assurance whether and when we will pay dividends.

No dividend has been paid or declared by our Company during the Track Record Period. Under the applicable PRC laws, the payment of dividends may be subject to certain limitations. The calculation of our profit under applicable accounting standards differs in certain respects from the calculation under IFRS. As a result, we may not be able to pay a dividend in a given year even if we were profitable as determined under IFRS. Our Board may declare dividends in the future after taking into account our results of operations, financial condition, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the PRC laws and regulations and requires approval at our shareholders’ meeting. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

The dividends payable to investors and gains on the sale of our H Shares by our investors are subject to PRC tax.

Under applicable PRC tax laws, regulations and statutory documents, non-PRC resident individuals and enterprises are subject to different tax obligations with respect to dividends received from us or gains realized upon the sale or other disposition of our H Shares. See “Appendix IV — Taxation and Foreign Exchange — PRC Taxation”. There is uncertainty as to whether gains realized upon disposition of H shares by non-PRC individuals are subject to PRC individual income tax.

Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including HKSCC Nominees). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities’ verification. As of the Latest Practicable Date, there were no specific rules on how to levy tax on gains realized by non-resident enterprise holders of H shares through the sale or transfer by other means of H shares.

The interpretation and application of the relevant PRC tax laws by the PRC tax authorities are subject to changes and evolving, and there remain uncertainties as to whether and how individual income tax or EIT on gains derived by holders of our H Shares from their disposition of our H Shares may be collected. If any such tax is collected, the value of our H Shares may be materially and adversely affected.

RISK FACTORS

Certain facts, forecasts and statistics in this document relating to the biopharmaceutical industry are derived from a third-party report or publicly available sources and may not be fully reliable.

This document, particularly the section headed “Industry Overview” contains information and statistics relating to the pharmaceutical industry. Certain statistics, information and data contained in this document relating to China and elsewhere in the world, and the industry in which we operate have been derived from various official government publications or other third-party reports. In particular, we have extracted and disclosed in this document certain statistics, information and data from publications and other publicly available sources relating to the drugs and drug candidates of third parties and scientific research, theories and mechanisms. We have taken reasonable care in the reproduction or extraction of the official government publications and other third-party reports for the purpose of disclosure in this document. However, we cannot guarantee the quality or reliability of such source materials. Investors should give consideration as to how much weight or importance they should attach to or place on such facts.

You should read the entire document carefully, and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us or the [REDACTED].

Prior to the publication of this document, there has been coverage in the media regarding us and the [REDACTED], which contained among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for the accuracy or completeness of such media coverage or forward-looking statements. We make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the media. We disclaim any information in the media to the extent that such information is inconsistent or conflicts with the information contained in this document. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this document only and should not rely on any other information.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality

Executive Directors

Mr. Peng Hongwei (彭紅衛)	1-3-1102, Luofu Shijia Residence Phase 1 No. 10 Gaoshengqiao Road Wuhou District Chengdu, Sichuan PRC	Chinese

Mr. Liang Guanjun (梁關軍)	2-5-301, No. 7 Xiumen Street Qiaoxi District Shijiazhuang, Hebei PRC	Chinese

Non-executive Directors

Mr. Zhan Le (詹樂)	Suite 20D, Xinyibai Plaza 800 East Nanjing Road Huangpu District, Shanghai PRC	Chinese

Mr. Tang Xianbing (唐先兵)	Room 1204, Building 5 No. 67 Courtyard South Third Ring Middle Road Beijing PRC	Chinese

Mr. Li Kun (李坤)	Room 204, Building 52 Yongjin Peninsula Community No. 2038 Changning Avenue High-tech Zone Hefei, Anhui PRC	Chinese

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Name	Address	Nationality

Independent Non-executive Directors

Ms. He Dan (何丹)	9-2-702, Xuefu Shangjun No. 688 Haik Road East Wenjiang District Chengdu, Sichuan PRC	Chinese
Mr. Xie Heng	No. 1125, Suisse Place Apartment Hotel Tianjin Binhai No. 7 Xincheng West Road Economic- Technological Development Area, Tianjin PRC	U.S.
Mr. Pan Xilong (潘席龍)	18-2-902, Xuefu Shangjun No. 688 Haik Road East Wenjiang District Chengdu, Sichuan PRC	Chinese
Mr. Tseung Yat Ming (蔣一銘)	14F, D4, D Block 36-44 Nathan Road Tsim Sha Tsui, Kowloon Hong Kong	Chinese

SUPERVISORS

Name	Address	Nationality

Mr. Xu Yi (徐毅)	12-2-2401 Longhu Jiuli Qingchuan Yahe South 4th Road, No. 216 Chengdu, Sichuan PRC	Chinese
Ms. Gao Wenjing (高文婧)	Room 1011, 10F, Unit 1, Building 2 No. 99, Section 2 Zhonghe Avenue High-tech District Chengdu, Sichuan PRC	Chinese
Ms. Li Yefang (李燁芳)	Room 1802, Unit 1, Building 26 No. 288, Jiangpu Road Wenjiang District Chengdu, Sichuan PRC	Chinese

For further details, see “Directors, Supervisors and Senior Management”.

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

China International Capital Corporation

Hong Kong Securities Limited

29/F, One International Finance Centre

1 Harbour View Street

Central

Hong Kong

Guoyuan Capital (Hong Kong) Limited

17th Floor, Three Exchange Square

8 Connaught Place

Central

Hong Kong

[REDACTED]

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

Legal Advisers to the Company

As to Hong Kong and U.S. laws:

Freshfields

55th Floor, One Island East
Taikoo Place, Quarry Bay
Hong Kong

As to PRC law:

Tian Yuan Law Firm

5/F, Tower A, Corporate Square
35 Financial Street
Xicheng District
Beijing, PRC

DIRECTORS, SUPERVISORS AND PARTIES INVOLVED IN THE [REDACTED]

Legal Advisers to the Joint Sponsors and the [REDACTED]

As to Hong Kong and U.S. laws:

DLA Piper Hong Kong

25/F, Three Exchange Square
8 Connaught Place
Central
Hong Kong

As to PRC law:

Han Kun Law Offices

20/F, Kerry Plaza Tower 3
1-1 Zhongxinsi Road
Futian District Shenzhen, Guangdong
PRC

Auditor and Reporting Accountants

Ernst & Young

Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance

27/F, One Taikoo Place
979 King’s Road
Quarry Bay
Hong Kong

Industry Consultant

Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.

Room 2504, Wheelock Square
1717 West Nanjing Road
Jing’an District
Shanghai
PRC

Independent Property Valuer

Colliers Appraisal & Advisory Services Co., Ltd.

Suite 507, Block A, Gemdale Plaza
No. 91 Jianguo Road
Chaoyang District, Beijing

[REDACTED]

CORPORATE INFORMATION

Registered Office and Head Office	Room 15A01, Building 2 Pin'en Technology Park No. 469 Huatuo Lane Changning Community Service Center High-Tech Zone Hefei, Anhui Province PRC
Place of Business in Hong Kong Registered under Part 16 of the Companies Ordinance	Room 1916, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Company Secretary	Ms. Wong Nga Sim (黃雅嫻) <i>(an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom)</i> Room 1916, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Authorised Representatives	Mr. Peng Hongwei (彭紅衛) 1-3-1102, Luofu Shijia Residence Phase 1 No. 10 Gaoshengqiao Road Wuhou District Chengdu, Sichuan PRC Ms. Wong Nga Sim (黃雅嫻) Room 1916, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Audit Committee	Ms. He Dan (何丹) (<i>Chairman</i>) Mr. Pan Xilong (潘席龍) Mr. Xie Heng
Remuneration and Appraisal Committee	Mr. Pan Xilong (潘席龍) (<i>Chairman</i>) Mr. Xie Heng Mr. Peng Hongwei (彭紅衛)
Nomination Committee	Mr. Pan Xilong (潘席龍) (<i>Chairman</i>) Ms. He Dan (何丹) Mr. Peng Hongwei (彭紅衛)

CORPORATE INFORMATION

Strategy Committee

Mr. Peng Hongwei (彭紅衛) (*Chairman*)
Mr. Zhan Le (詹樂)
Mr. Xie Heng

Compliance Adviser

Guoyuan Capital (Hong Kong) Limited
17th Floor, Three Exchange Square
8 Connaught Place
Central
Hong Kong

[REDACTED]

Principal Bankers

China Merchants Bank Hefei Branch
1F, China Merchants Bank Building
No. 169 Funan Road, Luoyang District
Hefei, Anhui
PRC

Industrial Bank Chengdu Mozibridge Branch
No. 2, Annex 17, South Second Section
First Ring Road
Wuhou District
Chengdu, Sichuan
PRC

Company's Website

www.jingzepharma.com
(A copy of this document is available on the Company's website. Except for the information contained in this document, none of the other information contained on the Company's website forms part of this document)

HISTORY AND DEVELOPMENT

OUR HISTORY

Overview

The history of the Group can be traced back to 2014 when Shanghai Jingze was first established. In September 2018, the predecessor of the Company, Jiangsu Jingze Biopharmaceutical Co., Ltd. (江蘇璟澤生物醫藥有限公司) (“**Jiangsu Jingze Biopharmaceutical**”), was established as the holding company of the Group. Jiangsu Jingze Biopharmaceutical then acquired the controlling interest in Shanghai Jingze and Chengdu Jingze, our two subsidiaries in 2019. On December 2, 2021, the corporate name of Jiangsu Jingze Biopharmaceutical changed to Jingze Biopharmaceutical (Hefei) Company Limited (景澤生物醫藥(合肥)有限公司) (“**Jingze Hefei Biopharmaceutical**”).

On November 2, 2022, the promoters of the Company entered into a promoters’ agreement to convert Jingze Hefei Biopharmaceutical into a joint stock limited company. The conversion was completed on December 18, 2022, and the Company was incorporated with the corporate name Jingze Biopharmaceutical (Hefei) Co., Ltd (景澤生物醫藥(合肥)股份有限公司).

We have been primarily focusing on the biopharmaceutical R&D and commercialization of products in assisted reproductive and ophthalmic drugs since our establishment.

Key Milestones

The following sets out a summary of the Group’s key corporate and business development milestones:

Year	Milestone(s)
2014	In May, Shanghai Jingze was established.
2017	In September, Chengdu Jingze was established initially as a wholly-owned subsidiary of Shanghai Jingze.
2018	In June, we obtained clinical trial approval for JZB30. In September, the predecessor of the Company, Jiangsu Jingze Biopharmaceutical was established.
2019	In March, Jiangsu Jingze Biopharmaceutical acquired the controlling interest in Shanghai Jingze, making Shanghai Jingze and Chengdu Jingze its subsidiaries. In November, we obtained clinical trial approval for JZB32.
2020	In November, IND application for JZB05 was accepted. In December, we initiated Phase 3 clinical trial of JZB30.
2021	In January, we obtained the IND application approval for JZB05. In October, we completed enrolment of Phase 3 clinical trial of JZB30.
2022	In November, we completed Phase 3 clinical trial of JZB30, and initiated Phase 1 clinical trial enrolment of both JZB32 and JZB05.
2023	In April, Suzhou Jingze was established as a wholly-owned subsidiary of the Company. In May, we submitted an NDA for JZB30 to the NMPA and received acceptance from the NMPA.

HISTORY AND DEVELOPMENT

Year	Milestone(s)
	In July, we obtained clinical trial approval for JZB33.
	In September, JZB05 entered Phase 3 clinical trial for further comparison.
	In December, Jiangsu Jingze was established as a wholly-owned subsidiary of the Company.
2025	In January, we obtained clinical trial approval for JZB36.
	In April, we obtained NDA approval for JZB30.
	In June, we submitted an NDA for JZB33.
	In December, each of Guangdong Jingze and Jingze Ruihe were established as a wholly-owned subsidiary of the Company.
2026	In February, we completed the Phase 1 clinical trial of JZB32 for the sVMA indication.

ESTABLISHMENT AND DEVELOPMENT OF THE GROUP

1. Establishment and Development of Shanghai Jingze and Chengdu Jingze

Shanghai Jingze

On May 23, 2014, Shanghai Jingze was established as a limited liability company in the PRC with a registered capital of RMB16.66 million. At the time of the establishment, the shareholders of Shanghai Jingze were Ye Hongshan (葉洪杉), a friend of Mr. Peng, who held the equity interest on behalf of Mr. Peng, and Zhang Zhichao (張智超) who held the interests as a nominee on behalf of Jingfeng Pharmaceutical to allow a more efficient management and documentation execution process in Shanghai Jingze. Ye Hongshan and Zhang Zhichao held as to 60.02% (corresponding to RMB10 million of the registered capital) and 39.98% (corresponding to RMB6.66 million of the registered capital) of the registered capital of Shanghai Jingze, respectively. Ye Hongshan got acquainted with Mr. Peng through previous business relationship of Mr. Peng. Both Ye Hongshan and Zhang Zhichao are Independent Third Parties. The shareholding nominee arrangement for Mr. Peng was implemented for administrative convenience, given Mr. Peng’s concurrent business commitments in his other roles at the relevant time and the nominee arrangement would allow more efficient management and documentation execution process in the day-to-day operation and management of Shanghai Jingze. Since its establishment, Shanghai Jingze has been engaged in the R&D and commercialization of macromolecule drugs.

In March 2015, Zhang Zhichao transferred his 39.98% equity interest in Shanghai Jingze to Jingfeng Pharmaceutical, a then Independent Third Party and an early investor of the Group, which became a registered Shareholder of the Company in 2018, at nil consideration to terminate the nominee arrangement and as relevant registered capital had not been paid up at the time of the equity transfer. In September 2015, Ye Hongshan transferred his 60.02% equity interest in Shanghai Jingze to Sun Haisheng (孫海勝) based on the instruction of Mr. Peng. Sun Haisheng was the deputy general manager of Shanghai Jingze. He got acquainted with Mr. Peng when he was recruited by Mr. Peng to join Shanghai Jingze. After the equity transfer, Ye Hongshan ceased to be the nominee of Mr. Peng in respect of Mr. Peng’s shareholding in Shanghai Jingze. Sun Haisheng continued to hold the equity interest in Shanghai Jingze on behalf of Mr. Peng.

HISTORY AND DEVELOPMENT

In March 2019, as part of the restructuring steps undertaken by the Company to establish it as the holding company of the Group, Jingfeng Pharmaceutical and Sun Haisheng transferred their equity interest held in Shanghai Jingze to the Company at a consideration determined based on their respective investment cost of such shares in Shanghai Jingze:

- (i) Jingfeng Pharmaceutical transferred its 39.98% equity interest in Shanghai Jingze to the Company at a consideration of RMB25 million. Prior to such transfer, Jingfeng Pharmaceutical had become a shareholder of the Company through a capital increase in the Company in 2018. See “— Establishment and Development of the Group — 3. Major shareholding changes and [REDACTED] investments prior to the conversion into a joint stock limited liability company — 2018 Capital Increase” for details. The consideration of the equity transfer was the same with the capital increase in the Company in 2018; and
- (ii) Sun Haisheng transferred his 53.17% equity interest in Shanghai Jingze to the Company at a consideration of approximately RMB8.86 million. The consideration was determined based on the corresponding amount of registered capital of Shanghai Jingze contributed by Sun Haisheng as the nominee of Mr. Peng.

Upon completion of the above equity transfers, Shanghai Jingze became a subsidiary of the Company.

In June 2022, Sun Haisheng transferred his remaining 6.85% equity interest in Shanghai Jingze to the Company at a consideration of approximately RMB1.14 million. The consideration was determined based on the corresponding amount of registered capital of Shanghai Jingze contributed by Sun Haisheng as the nominee of Mr. Peng. Upon completion of such equity transfer, Shanghai Jingze became a wholly-owned subsidiary of the Company, and Sun Haisheng ceased to be the nominee of Mr. Peng in respect of Mr. Peng’s shareholding in Shanghai Jingze. The shareholding nominee arrangement was terminated to reflect Mr. Peng’s shareholding in the Group and to streamline the Group’s shareholding structure. As advised by the Company’s PRC Legal Adviser, the historical shareholding nominee arrangements were not in violation of any mandatory provisions of the Company Law.

Chengdu Jingze

On September 7, 2017, Chengdu Jingze was established as a limited liability company and a wholly-owned subsidiary of Shanghai Jingze in the PRC with a registered capital of RMB40 million.

2. Establishment of the Company

On September 20, 2018, the Company (being Jiangsu Jingze Biopharmaceutical then) was established as a limited liability company in the PRC with a registered capital of RMB10 million. At the time of establishment, Mr. Peng was the sole shareholder of the Company.

3. Major shareholding changes and [REDACTED] investments

2018 Capital Increase

In October 2018, Jingfeng Pharmaceutical, Mr. Peng and the Company entered into a capital increase agreement and a supplemental agreement thereto, pursuant to which Jingfeng Pharmaceutical agreed to subscribe for the increased registered capital of RMB6.66 million of the Company at a consideration of RMB25 million (the “**2018 Capital Increase**”). The 2018 Capital Increase was to reflect Jingfeng Pharmaceutical’s investment in the Group at the level of the Company. The consideration of the 2018 Capital Increase was determined based on the agreed valuation of Shanghai Jingze at the time of the first investment made by Jingfeng Pharmaceutical in the Group in 2015.

HISTORY AND DEVELOPMENT

The 2018 Capital Increase has been duly settled and completed. The table below sets forth the shareholding structure of the Company immediately after completion of the 2018 Capital Increase.

Name	Registered capital (RMB, million)	Equity interest percentage (%)
Mr. Peng	10.00	60.02
Jingfeng Pharmaceutical	6.66	39.98
Total	16.66	100.00

Since the 2018 Capital Increase, the Company underwent multiple rounds of [REDACTED] Investments, including equity transfers and capital increases and subscriptions. See “— [REDACTED] Investments” below for details.

Our employee shareholding platforms

Jingze Zhongzhi

In June 2021, Jingze Zhongzhi subscribed for the increased registered capital of RMB2.4865 million of the Company at a subscription price of approximately RMB7.2648 million, which was determined based on (i) for the registered capital underlying the granted awards: the actual grant price per award paid by the participants under the [REDACTED] Share Incentive Schemes, which was determined with reference to the Company’s consolidated unaudited net assets per share as of the end of the first quarter of 2021 and (ii) for the registered capital underlying the ungranted awards: a nominal value of RMB1 per registered capital. Such subscription has been duly settled and completed.

Jingze Zhongzhi is a shareholding platform of the Group for our employees as well as consultants. See “Appendix VII — Statutory and General Information — [REDACTED] Share Incentive Schemes” for further details.

Jingze Zhongkang

In May 2022, Jingze Zhongkang entered into an equity transfer agreement with Mr. Peng, pursuant to which Mr. Peng transferred RMB0.0482 million registered capital of the Company to Jingze Zhongkang at a consideration of RMB0.567796 million. The consideration was determined based on the same pricing basis with the subscription by Jingze Zhongzhi in June 2021. In May 2022, Jingze Zhongkang entered into another equity transfer agreement with Jingze Zhongzhi, pursuant to which Jingze Zhongzhi transferred its RMB0.8928 million registered capital to Jingze Zhongkang at a nominal consideration of RMB1. The consideration was merely nominal as Jingze Zhongzhi had not contributed to its portion of registered capital at the time of the transfer. Such equity transfers have been duly settled and completed.

Jingze Zhongkang is a shareholding platform of the Group for our employees as well as a consultant. See “Appendix VII — Statutory and General Information — [REDACTED] Share Incentive Schemes” for further details.

4. Conversion into a joint stock limited liability company in December 2022

On November 2, 2022, the promoters of the Company entered into a promoters’ agreement to convert Jingze Hefei Biopharmaceutical (the predecessor of the Company) into a joint stock limited company. On November 18, 2022, the then shareholders of Jingze Hefei Biopharmaceutical agreed to convert its then net assets into 31,021,425 shares with a par value of RMB1.00 each with the Chinese name of the Company changed to 景澤生物醫藥(合肥)股份有限公司. The conversion was completed on December 18, 2022.

HISTORY AND DEVELOPMENT

DETAILS OF THE [REDACTED] INVESTMENTS

Details of the [REDACTED] Investments are set out below:

I. Equity Transfers

Transferor	Transferee	Date of agreement	Registered capital/number of Shares subscribed	Cost per Share/registered capital ⁽¹⁾	Total Consideration	Corresponding valuation of the Company	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
Mr. Peng	Longmaide Venture Capital	March 5, 2019	RMB0.19623715 million	RMB25.48	RMB5 million	RMB0.52 billion	April 19, 2019	[REDACTED]
Jingfeng Pharmaceutical . . .	Minghong Kefu	December 30, 2020	RMB0.28515278 million	RMB35.07	RMB10 million	RMB0.87 billion	December 30, 2020	[REDACTED]
	Kexun Lianshan	December 29, 2020	RMB0.25346914 million	RMB39.45	RMB10 million	RMB0.97 billion	December 30, 2020	[REDACTED]
	Xiamen Yinglian	February 9, 2021	RMB1.14061079 million	RMB34.30	RMB39.12 million	RMB0.85 billion	February 10, 2021	[REDACTED]
		February 9, 2021	RMB0.20128236 million	RMB48.59	RMB9.78 million	RMB1.20 billion	March 29, 2021	[REDACTED]
	Yingjia Investment	February 9, 2021	RMB0.02565791 million	RMB34.30	RMB0.88 million	RMB0.85 billion	February 9, 2021	[REDACTED]
Jingfeng Pharmaceutical . . .		February 9, 2021	RMB0.00452782 million	RMB48.59	RMB0.22 million	RMB1.20 billion	March 29, 2021	[REDACTED]
	Shanghai Hongdi	March 5, 2021	RMB0.24697222 million	RMB48.59	RMB12 million	RMB1.20 billion	March 5, 2021	[REDACTED]
	Yangzhou Zhuyu	March 15, 2021	RMB0.20581019 million	RMB48.59	RMB10 million	RMB1.20 billion	March 15, 2021	[REDACTED]
	Zhonghe AUTEK	March 2021	RMB0.49394444 million	RMB48.59	RMB24 million	RMB1.20 billion	May 14, 2021	[REDACTED]
	Hansi Botou	April 2021	RMB0.40750417 million	RMB48.59	RMB19.80 million	RMB1.20 billion	May 26, 2021	[REDACTED]
Jingfeng Pharmaceutical . . .	Jiaxing Yinglian	April 2021	RMB0.20581019 million	RMB48.59	RMB10 million	RMB1.20 billion	May 28, 2021	[REDACTED]
	Hangzhou Tanhe	May 25, 2021	RMB0.24697222 million	RMB60.74	RMB15 million	RMB1.88 billion	June 11, 2021	[REDACTED]

HISTORY AND DEVELOPMENT

Transferor	Transferee	Date of agreement	Registered capital/number of Shares subscribed	Cost per Share/registered capital ⁽¹⁾	Total Consideration	Corresponding valuation of the Company	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
Lanwan No. 1	Hutong Investment	November 10, 2021	RMB0.3535041 million	RMB56.28	RMB20,0004 million	RMB1.75 billion	November 19, 2021	[REDACTED]
	Hefei New Economy	November 12, 2021	RMB0.39974416 million	RMB62.54	RMB25 million	RMB1.94 billion	November 17, 2021	[REDACTED]
	Hefei Industrial Investment	November 12, 2021	RMB0.31313778 million	RMB62.54	RMB19,58363653 million	RMB1.94 billion	December 17, 2021	[REDACTED]
Jingfeng Pharmaceutical . . .	Xiamen Red Horse	November 22, 2021	RMB0.56148778 million	RMB56.28	RMB31.6026 million	RMB1.75 billion	March 8, 2022	[REDACTED]
	Zhongke Chuxin	December 1, 2021	RMB0.3534077 million	RMB56.28	RMB20 million	RMB1.75 billion	December 28, 2021	[REDACTED]
	Hehao Investment	December 27, 2021	RMB0.3198067 million	RMB56.28	RMB18 million	RMB1.75 billion	September 26, 2022	[REDACTED]
	Beijing Senheli	December 1, 2021	RMB0.56854523 million	RMB56.28	RMB32 million	RMB1.75 billion	September 26, 2022	[REDACTED]
	Chongqing Southern Investment	December 1, 2021	RMB0.78175488 million	RMB56.28	RMB44 million	RMB1.75 billion	December 31, 2021	[REDACTED]
	Anhui Anhua	December 30, 2021	RMB0.51524412 million	RMB56.28	RMB29 million	RMB1.75 billion	January 10, 2022	[REDACTED]
Kangjing Fund	Zhonghe Anke	December 30, 2021	RMB0.3534077 million	RMB56.28	RMB20 million	RMB1.75 billion	January 6, 2022	[REDACTED]
	Hefei Industrial Investment	December 30, 2021	RMB0.17767039 million	RMB56.28	RMB10 million	RMB1.75 billion	January 7, 2022	[REDACTED]
	Hefei New Economy	December 30, 2021	RMB0.18610902 million	RMB56.28	RMB10.47496 million	RMB1.75 billion	January 7, 2022	[REDACTED]
	Hefei Emerging Industry	December 30, 2021	RMB0.19543742 million	RMB56.28	RMB11 million	RMB1.75 billion	December 31, 2021	[REDACTED]
	Fuka Investment	December 30, 2021	RMB0.17767039 million	RMB56.28	RMB10 million	RMB1.75 billion	January 4, 2022	[REDACTED]
	Anhui Railway Fund	December 30, 2021	RMB1.33252789 million	RMB56.28	RMB75 million	RMB1.75 billion	December 31, 2021	[REDACTED]
Du Yan	HT Intelligent Technology	January 12, 2022	RMB0.06 million	RMB56.28	RMB3.37704 million	RMB1.75 billion	June 10, 2022	[REDACTED]

HISTORY AND DEVELOPMENT

Transferor	Transferee	Date of agreement	Registered capital/number of Shares subscribed	Cost per Share/registered capital ⁽¹⁾	Total Consideration	Corresponding valuation of the Company	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
Beijing Senheli	Tibet Renfu	June 30, 2022	RMB0.56854523 million	RMB56.28	RMB32 million	RMB1.75 billion	September 26, 2022	[REDACTED]
Jinzhi Investment	Chengdu Minchen Guangji Investment HT Intelligent Technology	July 31, 2024	158,262 Shares	RMB31.59	RMB5 million	RMB1.95 billion	August 6, 2024	[REDACTED]
		December 13, 2024	154,281 Shares	RMB32.41	RMB5 million	RMB2.00 billion	December 20, 2024	[REDACTED]
Zhongke Haichuang	Nanjing King-friend	March 31, 2025	151,231 Shares	RMB33.03	RMB4.994949 million	RMB2.04 billion	April 3, 2025	[REDACTED]
		September 11, 2024	194,052 Shares	RMB51.53	RMB10 million	RMB3.18 billion	September 11, 2024	[REDACTED]
Hengsheng Investment	Taicang Ninghui Hainan Kangzhe	August 20, 2025	291,078 Shares	RMB51.53	RMB15 million	RMB3.18 billion	August 20, 2025	[REDACTED]
		January 5, 2026	260,069 Shares	RMB50.76	RMB13.20219178 million	RMB3.16 billion	January 7, 2026	[REDACTED]
Jingze Zhongjian	Hainan Kangzhe	January 5, 2026	263,481 Shares	RMB25.80	RMB6.79780822 million	RMB1.60 billion	January 7, 2026	[REDACTED]
II. Capital Increases and Subscriptions								
Name of [REDACTED] Investors	Date of agreement	Registered capital/number of Shares subscribed	Registered capital/number of Shares after each round of [REDACTED] Investment	Cost per Share/registered capital ⁽¹⁾	Total Consideration ⁽²⁾	Post-money valuation of the Company after each round of [REDACTED] Investment ⁽³⁾	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
<i>Series Pre-A Financing</i> Kangjing Fund	November 7, 2018	RMB2,940,000	RMB19,600,000	RMB10.20	RMB30,000,000	RMB0.20 billion	May 13, 2019	[REDACTED]

HISTORY AND DEVELOPMENT

Name of [REDACTED] Investors	Date of agreement	Registered capital/number of Shares subscribed	Registered capital/number of Shares after each round of Investment [REDACTED]	Cost per Share/registered capital ⁽¹⁾	Total Consideration ⁽²⁾	Post-money valuation of the Company after each round of Investment ⁽³⁾	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
<i>Series A Financing</i>								
Yingchuang Taifu	November 7, 2018	RMB931,000	RMB20,531,000	RMB20.41	RMB19,000,000	RMB0.42 billion	April 22, 2019	[REDACTED]
<i>Series B Financing</i>								
Lanwan No.1	December 24, 2018 and April 2, 2021	RMB712,881.94	RMB21,956,763.89	RMB35.07	RMB25,000,000	RMB0.77 billion	March 20, 2019	[REDACTED]
Longmaide Venture Capital . .	March 5, 2019	RMB142,576.39	RMB21,956,763.89	RMB35.07	RMB5,000,000	RMB0.77 billion	May 16, 2019	[REDACTED]
Efung Phase IX	June 9, 2019	RMB285,152.78	RMB21,956,763.89	RMB35.07	RMB10,000,000	RMB0.77 billion	October 28, 2019	[REDACTED]
Jinzhi Investment.	November 13, 2019	RMB285,152.78	RMB21,956,763.89	RMB35.07	RMB10,000,000	RMB0.77 billion	December 8, 2019	[REDACTED]
<i>Series B+ Financing</i>								
Zhonghe Anke	November 17, 2020	RMB855,458.33	RMB24,697,222.22	RMB35.07	RMB30,000,000	RMB0.87 billion	December 30, 2020	[REDACTED]
Jingze Zhongjian	December 31, 2020	RMB1,525,000	RMB24,697,222.22	RMB35.07	RMB53,480,103	RMB0.87 billion	December 31, 2021	[REDACTED]
Jiaxing Youze	December 31, 2020	RMB300,000	RMB24,697,222.22	RMB35.07	RMB10,520,676	RMB0.87 billion	February 2, 2021	[REDACTED]
Du Yan	December 31, 2020	RMB60,000	RMB24,697,222.22	RMB35.07	RMB2,104,135	RMB0.87 billion	February 2, 2021	[REDACTED]
<i>Series C Financing</i>								
Mingcheng Zhihui	June 5, 2021	RMB479,712.75	RMB31,021,424.19	RMB62.54	RMB30,000,000	RMB1.94 billion	June 21, 2021	[REDACTED]
Qianhai Zhaohuan	June 5, 2021	RMB319,808.50	RMB31,021,424.19	RMB62.54	RMB20,000,000	RMB1.94 billion	June 18, 2021	[REDACTED]
Efung Shixin	June 5, 2021	RMB479,712.75	RMB31,021,424.19	RMB62.54	RMB30,000,000	RMB1.94 billion	July 13, 2021	[REDACTED]
TopoScend Venture Capital . .	June 5, 2021	RMB639,616.99	RMB31,021,424.19	RMB62.54	RMB40,000,000	RMB1.94 billion	June 17, 2021	[REDACTED]
Shenzhen Hi-Tech Investment	June 5, 2021	RMB159,904.25	RMB31,021,424.19	RMB62.54	RMB10,000,000	RMB1.94 billion	June 24, 2021	[REDACTED]
Hengsheng Investment	June 5, 2021	RMB159,904.25	RMB31,021,424.19	RMB62.54	RMB10,000,000	RMB1.94 billion	June 30, 2021	[REDACTED]
Hangzhou Tanhe	June 5, 2021	RMB239,856.37	RMB31,021,424.19	RMB62.54	RMB15,000,000	RMB1.94 billion	June 25, 2021	[REDACTED]
Sichuan Science and Technology Achievements Transformation Fund	June 24, 2021	RMB639,616.99	RMB31,021,424.19	RMB62.54	RMB40,000,000	RMB1.94 billion	June 30, 2021	[REDACTED]

HISTORY AND DEVELOPMENT

Name of [REDACTED] Investors	Date of agreement	Registered capital/number of Shares subscribed	Registered capital/number of Shares after each round of Investment	Cost per Share/registered capital ⁽¹⁾	Total Consideration ⁽²⁾	Post-money valuation of the Company after each round of Investment ⁽³⁾	Date on which the consideration was fully settled	Discount to the mid-point of the [REDACTED] Range ⁽⁷⁾
Hangzhou Tigermed	September 27, 2021	RMB479,712.75	RMB31,021,424.19	RMB62.54	RMB30,000,000	RMB1.94 billion	December 9, 2021	[REDACTED]
Xingkong Ruiheng	September 27, 2021	RMB239,856.37	RMB31,021,424.19	RMB62.54	RMB15,000,000	RMB1.94 billion	November 30, 2021	[REDACTED]
<i>Series C+ Financing</i>								
Zhongke Haichuang	January 16, 2023	954,505	36,891,163	RMB83.81	RMB80,000,000	RMB3.18 billion	March 30, 2023	[REDACTED]
Loucheng International Development	April 17, 2023	357,940	36,891,163	RMB83.81	RMB30,000,000	RMB3.18 billion	May 8, 2023	[REDACTED]
Loucheng Biology	April 17, 2023	298,283	36,891,163	RMB83.81	RMB25,000,000	RMB3.09 billion	May 5, 2023	[REDACTED]
Taikun Investment	April 17, 2023	178,970	36,891,163	RMB83.81	RMB15,000,000	RMB3.18 billion	May 5, 2023	[REDACTED]
Taiyu Phase IV	April 17, 2023	110,365	36,891,163	RMB83.81	RMB9,250,000	RMB3.18 billion	May 5, 2023	[REDACTED]
Efung Yi'an	June 1, 2023	238,626	36,891,163	RMB83.81	RMB20,000,000	RMB3.18 billion	June 7, 2023	[REDACTED]
Juming Venture Capital	December 15, 2023	238,626	36,891,163	RMB83.81	RMB20,000,000	RMB3.09 billion	December 22, 2023	[REDACTED]
Hefei Shuangchuang	February 23, 2024	1,789,698	36,891,163	RMB83.81	RMB150,000,000	RMB3.18 billion	March 6, 2024	[REDACTED]
Xuzhou High Tech	May 22, 2024	1,344,785	36,891,163	RMB83.81	RMB112,710,500	RMB3.18 billion	N/A ⁽⁴⁾	[REDACTED]
Chengdu Julian	August 12, 2025	1,552,413	61,552,413	RMB51.53 ⁽⁵⁾	RMB80,000,000	RMB3.18 billion	August 28, 2025	[REDACTED]
Hainan Kangzhe	September 28, 2025	135,448	61,687,861	RMB51.53 ⁽⁵⁾	RMB6,980,000	RMB3.18 billion	September 28, 2025	[REDACTED]
Sichuan Zhongshi	January 20, 2026	523,939	62,211,800	RMB51.53	RMB27,000,000	RMB3.21 billion	January 8, 2026	[REDACTED]
Qianshan Jingqian								

Notes:

- (1) The cost per Share is calculated by dividing the consideration paid by each [REDACTED] Investors by the amount of the registered capital or the number of Shares subscribed for by each [REDACTED] Investor.
- (2) The total consideration represents the amount paid by each [REDACTED] Investor for subscription of the registered capital or the Shares. Under the [REDACTED] investments, each [REDACTED] Investor also contributed an amount to the Company which was credited as capital reserve of the Company. Also see “— Establishment and Development of the Group” above for further details of the [REDACTED] investments.
- (3) The increase in valuation of the Company after the Series A Financing as compared to the Series Pre-A Financing was primarily due to that the consideration of the Series Pre-A Financing was determined in 2015 during the Group’s early start-up phase. The valuation for the Series Pre-A Financing was established at a very early stage of the Company’s development to appropriately compensate risk-bearing capital, while the price per share for the Series A Financing was independently negotiated by new investors based on the Company’s subsequent clinical progress, resulting in a higher valuation relative to the Pre-A Financing.

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The increase in valuation of the Company from the Series A Financing to the Series B Financing and Series B+ Financing was primarily due to the fact that the Group successfully commenced Phase 1 clinical trial of JZB30.

The increase in valuation of the Company from the Series B Financing and the Series B+ Financing to the Series C Financing was primarily due to that the Group successfully commenced Phase 3 clinical trial of JZB30, and developed new pipeline products.

The increase in valuation of the Company from the Series C Financing to the Series C+ Financing was primarily due to that JZB30 completed Phase 3 clinical trial in November 2022. From 2023 to 2025, capital raisings for biotech companies have been impacted by market environment, with reduced crossover participation and lower sector valuation multiples. As such, the investments made by the investors in Series C+ Financing introduced in 2024 and 2025 were based on the same pre-money valuation of the Company under the Series C+ Financing.

The increase in valuation of the Company from the Series C+ Financing to the time of [REDACTED] mainly considering (a) the following developments of JZB30: (i) the Company initiated the Phase 3 clinical trial in September 2025, and (ii) the progress made towards the preparation of in-house production, as evidenced by the Company's submission on change of manufacturing site filing; (b) for JZB05, the Group entered into an exclusive commercialization agreement for JZB05 in Chinese Mainland in July 2025 and the Phase 3 study was projected to end in August 2026; and (c) the development progress made for JZB33, including the filing of an IND for its idiopathic hypogonadotropic hypogonadism indication expansion; (d) for JZB32, the completion of Phase 1 clinical trial for the sVMA indication in February 2026 and the completion of Phase 2/3 clinical study protocol with expected initiation in July 2026 and (e) there would be premium attached to the H Shares of the Company as they become freely tradeable when the Company becomes a public company.

(4) Not applicable as Chengdu Jiulian's investment in the Company is part of the consideration of the Company's acquisition of the minority interests in Chengdu Jingze. Chengdu Jiulian first invested in Chengdu Jingze, our subsidiary, in March 2020 and became a [REDACTED] Investor under the Series C+ Financing in May 2024. See “— Major Acquisitions, Disposals and Mergers.” The Company confirms that the [REDACTED] investment made by Chengdu Jiulian in the Company under the Series C+ Financing complies with the requirement that [REDACTED] investments must be irrevocably settled and not subject to any arrangement that may affect the full settlement of consideration. Specifically:

- (a) as advised by the PRC Legal Adviser to the Company, the issuance of 1,344,785 Shares to Chengdu Jiulian under the Series C+ Financing has been fully and irrevocably settled in accordance with the terms of the Series C+ Financing. Relevant Shares have been duly issued to Chengdu Jiulian, and both the share issuance to Chengdu Jiulian and the equity transfer in respect of Chengdu Jingze have been properly filed with the relevant authorities;
- (b) the Jiulian Loan (as defined in “— Major Acquisitions, Disposals and Mergers”) represents the deferred cash consideration payable for the Company's acquisition of Chengdu Jingze, and is separate from and does not form part of the consideration for Chengdu Jiulian's subscription of Shares under the Series C+ Financing in the Company. The existence of the Jiulian Loan does not affect, qualify or condition the full settlement of the relevant Shares issued to Chengdu Jiulian under the Series C+ Financing;
- (c) pursuant to relevant agreement between the Company and Chengdu Jiulian, the Jiulian Loan is not convertible into equity, does not contain any conversion rights or other equity-linked features, and there is no arrangement or intention to capitalise the Jiulian Loan or settle it through the issuance of Shares or other equity-linked instruments. The Jiulian Loan therefore does not give rise to any additional or contingent equity interest in favour of Chengdu Jiulian beyond the Shares already issued to it under the Series C+ Financing; and
- (d) the consideration for Chengdu Jiulian's initial investments in Chengdu Jingze had been properly settled. See “— Major Acquisitions, Disposals and Mergers.”

(5) Taking into account the dilution effect of the capital increase of the Company in June 2024 by way of conversion of capital reserve in the proportion of 6,2641 Shares for every ten existing Shares held by a Shareholder of the Company, which resulted in the cost per registered capital for Series C+ Financing conducted after the capital reserve conversion being diluted at the same ratio (i.e., 1:1.62641). The conversion of capital reserve was conducted as part of the Company's capital reserve management and to reduce the cost per registered capital to facilitate future fund raising.

(6) See “— Establishment and Development of the Group” above for details of equity transfers between the shareholders since the incorporation of the Company.

(7) This calculation has taken into account the dilution effect of the capital increase in June 2024.

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The Company received proceeds of an aggregate amount of approximately RMB1,041.04 million from the [REDACTED] Financings. All proceeds received from the [REDACTED] Financings have been or will be utilized by the Company for construction of production facilities, facilitating its research and development of products and for daily operations. As at the Latest Practicable Date, approximately RMB1,006.04 million of the proceeds raised by the Company from the [REDACTED] Financings had been utilized.

The Directors were of the view that the Company would benefit from the capital raised through the [REDACTED] Financings, the [REDACTED] Investors’ knowledge and experience, and the endorsement of the Company’s performance, strength and prospects reflected by the [REDACTED] Financings or the equity transfers between the shareholders.

The Shares held by the [REDACTED] Investors are not subject to any lock-up pursuant to the terms of the [REDACTED] Financings or the equity transfers between the shareholders. However, according to the PRC Company Law, the [REDACTED] Investors shall not transfer their Shares in the Company within one year from the [REDACTED].

During the rounds of the [REDACTED] Financings and/or the equity transfers, the [REDACTED] Investors were granted certain special rights, including but not limited to rights of first refusal, co-sale rights, anti-dilution rights, information rights, liquidation preference rights, rights of most favored treatment and redemption rights. The [REDACTED] Investors participating in the Series Pre-A Financing were not granted any redemption rights. The redemption rights granted under the Series B Financing and Series B+ Financing are exercisable solely against Mr. Peng in his capacity as the controlling shareholder of the Company, and not against the Company itself. As the Company is not a party to the relevant subscription agreements, no redemption liability arises at the Company level under IAS 32. The Company has not provided any form of guarantee in connection with any potential failure of Mr. Peng to fulfil the obligations relating to the redemption rights granted by Mr. Peng. Accordingly, no financial liability regarding redemption rights granted by Mr. Peng was recorded by the Company during Track Record Periods. Among all the aforesaid special rights: (i) for the redemption rights, such rights have been terminated immediately prior to the submission of the [REDACTED] application by the Company to the Stock Exchange. For certain investors, such rights could be reinstated only if (a) the Company withdraws or cancels its [REDACTED] application from the Stock Exchange, or the sponsor(s) withdraws its sponsorship for the Company’s [REDACTED] application, and the parties agree to withdraw the Company’s [REDACTED] and [REDACTED] application; or (b) the Company’s [REDACTED] application fails to pass the vetting of the SFC or the Stock Exchange, including the [REDACTED] application being returned by the Stock Exchange or the Company fails to [REDACTED] within a period of no less than 24 months since the first filing of the [REDACTED] application; and (ii) for all the other special rights, such rights shall cease to be exercisable on or before the [REDACTED].

On the basis that (i) the considerations for the [REDACTED] Investments have been irrevocably settled no less than 120 clear days before the [REDACTED], and (ii) the special rights granted to the [REDACTED] Investors have been or will be terminated as described above, the Joint Sponsors confirm that the [REDACTED] Investments are in compliance with the [REDACTED] Investment Guidance in Chapter 4.2 of the Guide for New Listing Applicants.

As advised by the PRC legal adviser to the Company, the Company has complied with applicable PRC laws and regulations in relation to the changes of shareholdings (including the [REDACTED] Financings and the equity transfers between the Shareholders) as set out above in all material aspects.

Background of the [REDACTED] Investors

The [REDACTED] Investors include Xiamen Yinglian (together with Jiaying Yinglian and Yingjia Investment, the “Yinglian SI”, being our sophisticated investors), which have made meaningful investment in the Company at least six months before the [REDACTED] and other healthcare-focused investors, including Hangzhou Tigermed, Zhonghe Anke, Zhonghe AUTEK and

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Guangji Investment. The background information on the [REDACTED] Investors, including the sophisticated investors, is set out below. We became acquainted with the [REDACTED] Investors primarily through our business network or by introduction of our existing investors. To the best of our knowledge, information and belief and having made all reasonable enquiries, all the [REDACTED] Investors and their respective ultimate beneficial owner (where applicable) are Independent Third Parties.

Jingze Zhongjian

Jingze Zhongjian is a limited partnership established in the PRC, the general partner of which was Xu Yi (徐毅), our Supervisor, holding approximately 3.07% of the partnership interests in Jingze Zhongjian as of the Latest Practicable Date. The largest limited partner of Jingze Zhongjian as of the Latest Practicable Date was Hefei Lianshan Innovation Industry Investment Fund Partnership Enterprise (Limited Partnership) (合肥連山創新產業投資基金合夥企業(有限合夥)) (“**Hefei Lianshan**”), which held approximately 52.15% of its partnership interests. None of the other limited partners of Jingze Zhongjian held 30% or more of the partnership interests in it as of the Latest Practicable Date. The general manager of Hefei Lianshan is Hefei Kexun Enterprise Investment Management Partnership Enterprise (Limited Partnership) (合肥科訊創業投資管理合夥企業(有限合夥)), which is ultimately controlled by Xu Jingming (徐景明). There is no limited partner holding 30% or more in Hefei Lianshan.

Jingze Zhongjian principally engages in equity investment.

Anhui Railway Fund, Hefei New Economy, Anhui Anhua, Hefei Industrial Investment, Hefei Shuangchuang and Hefei Emerging Industry

Anhui Railway Fund

Anhui Railway Fund is a joint stock limited liability company established in the PRC, which was owned by Anhui Investment Group Holdings Co., Ltd. (安徽省投資集團控股有限公司, “**Anhui Investment Holdings**”) as to 46.67% and Anhui Railway Group Co., Ltd. (安徽省鐵路集團有限公司, “**Anhui Railway Group**”) as to 42.37% of its equity interests, respectively, as of the Latest Practicable Date. Anhui Railway Group was wholly owned by Anhui Investment Holdings, which was in turn wholly owned by the State-owned Assets Supervision and Administration Commission of Anhui Provincial People’s Government (安徽省人民政府國有資產監督管理委員會) as of the Latest Practicable Date. Anhui Railway Fund primarily engages in equity investment in various sectors such as new-generation information technology, life and health, new energy vehicles and intelligent connected vehicles, new energy, new materials, and high-end equipment manufacturing.

Hefei New Economy

Hefei New Economy is a limited liability company established in the PRC, which was directly owned by Hefei Gaoxin Venture Investment Co., Ltd. (合肥高新創業投資有限公司), a wholly owned subsidiary of Hefei Gaoxin Holding Group Co., Ltd. (合肥高新控股集團有限公司, “**Hefei Gaoxin Holding**”), as to 80.40% of its equity interests as of the Latest Practicable Date. Hefei Gaoxin Holding is wholly owned by the Administration Committee of Hefei Development Zones for New and High Technology Industries (合肥高新技術產業開發區管理委員會). Hefei New Economy is a private equity fund, which primarily focuses on equity investment, equity investment consulting, venture investment and the provision of value-added investment services.

The fund manager of Hefei New Economy is Hefei Gaoxin Venture Capital Management Partnership Enterprise (Limited Partnership) (合肥高新創業投資管理合夥企業(有限合夥), “**Hefei Gaoxin Venture Capital**”), which is the same fund manager of Hefei Emerging Industry, another [REDACTED] investor.

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Anhui Anhua

Anhui Anhua is a limited liability company established in the PRC. The largest direct shareholder of Anhui Anhua is Hua'an Jiaye Investment Co., Ltd. (華安嘉業投資管理有限公司, “**Hua'an Jiaye**”), holding approximately 26.18% of the equity interests in Anhui Anhua. Hua'an Jiaye is a wholly owned subsidiary of Huanan Securities Co., Ltd. (華安證券股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600909). Anhui Anhua primarily engages in equity investment, debt investment and the provision of investment advisory, management and consulting services.

Hefei Industrial Investment

Hefei Industrial Investment is a limited partnership established in the PRC, the general partner of which was Hefei Municipal State-owned Assets Holding Corporation Limited (合肥市國有資產控股有限公司, “**Hefei Holding**”), holding 0.20% of the partnership interests in Hefei Industrial Investment as of the Latest Practicable Date. Hefei Holding was indirectly wholly owned by the State-owned Assets Supervision and Administration Commission of Hefei Municipal People's Government (合肥市人民政府國有資產監督管理委員會) as of the Latest Practicable Date. The fund manager of Hefei Industrial Investment was Hefei Industrial Investment Capital Venture Capital Management Co., Ltd. (合肥產投資本創業投資管理有限公司), which was a wholly owned subsidiary of Hefei Holding as of the Latest Practicable Date. The largest limited partner of Hefei Industrial Investment holding 25.00% of its partnership interests was Hefei Entrepreneurial Investment Guidance Fund Co., Ltd. (合肥市創業投資引導基金有限公司), which was also wholly owned by Hefei Holding as of the Latest Practicable Date. Hefei Industrial Investment primarily engages in equity investment, asset management, and provision of investment consulting and business management consulting services.

Hefei Shuangchuang

Hefei Shuangchuang is a limited partnership established in the PRC, the general partner and fund manager of which was Hefei Xingtai Capital Management Co., Ltd. (合肥興泰資本管理有限公司, “**Xingtai Capital**”), holding 2.50% of the partnership interests in Hefei Shuangchuang as of the Latest Practicable Date. Xingtai Capital was wholly owned by Hefei Xingtai Financial Holdings (Group) Co., Ltd. (合肥興泰金融控股(集團)有限公司, “**Xingtai Financial Holdings**”), which was in turn wholly owned by the State-owned Assets Supervision and Administration Commission of Hefei Municipal People's Government as of the Latest Practicable Date. Xingtai Financial Holdings was also the largest limited partner of Hefei Shuangchuang as of the Latest Practicable Date, holding 82.50% of its partnership interests. Hefei Shuangchuang primarily focuses on investment in biopharmaceutical, digital economy, intelligent manufacturing, green low-carbon and new materials industries.

Hefei Emerging Industry

Hefei Emerging Industry is a limited partnership established in the PRC, the general partner and fund manager of which was Hefei Gaoxin Venture Capital, holding 1.00% of the partnership interests in Hefei Emerging Industry as of the Latest Practicable Date. The general partner of Hefei Gaoxin Venture Capital holding 2.00% of its partnership interests was Hefei Gaoxin Technology Venture Capital Co., Ltd. (合肥高新科技創業投資有限公司), which was controlled by the Administration Committee of Hefei Development Zones for New and High Technology Industries as of the Latest Practicable Date. The largest limited partner of Hefei Gaoxin Venture Capital, Hefei Gaoxin Investment Co., Ltd. (合肥高新投資有限公司), holding 78.00% of its partnership interests was also wholly owned by the Administration Committee of Hefei Development Zones for New and High Technology Industries as of the Latest Practicable Date. The largest limited partner of Hefei Emerging Industry as of the Latest Practicable Date was Hefei Gaoxin Holding, which held 49.00% of the partnership interests in Hefei Emerging Industry. No other limited partners of Hefei Emerging

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Industry held 30% or more of the partnership interests in it as of the Latest Practicable Date. Hefei Emerging Industry is principally engaged in venture investment, equity investment, investment management and provision of investment consulting services.

Hefei Emerging Industry has the same fund manager with Hefei New Economy, another [REDACTED] investor.

The shareholding percentage in the Company of each of Anhui Railway Fund, Hefei New Economy, Anhui Anhua, Hefei Industrial Investment, Hefei Shuangchuang and Hefei Emerging Industry is aggregated for the purpose of calculating the Company’s public float percentage and free float percentage under the Listing Rules.

Xuzhou High Tech, Loucheng International Development, Loucheng Biology and Taicang Ninghui

Xuzhou High Tech

Xuzhou High Tech is a limited liability company established in the PRC, which was wholly owned by Xuzhou High Tech Industrial Development Zone Industrial Fund Co., Ltd. (徐州高新技術產業開發區產業基金有限公司), which in turn was wholly owned by Xuzhou High Tech Holding Group Co., Ltd. (徐州高新控股集團有限公司) as of the Latest Practicable Date. Xuzhou High Tech Holding Group Co., Ltd., a wholly state-owned enterprise, was wholly owned by the Xuzhou Municipal People’s Government State-owned Assets Supervision and Administration Commission (徐州市人民政府國有資產監督管理委員會). Xuzhou High Tech primarily engages in equity investment, asset management, and provision of economic information consulting services.

Loucheng International Development

Loucheng International Development is a limited partnership established in the PRC, the general partner and fund manager of which was Suzhou International Development Asset Management Co., Ltd. (蘇州國發資產管理有限公司, “**Suzhou International Development Management**”), holding approximately 0.99% of the partnership interests in Loucheng International Development as of the Latest Practicable Date. Suzhou International Development Management was ultimately controlled by the Suzhou Finance Bureau (蘇州市財政局) as of the Latest Practicable Date. The only limited partner of Loucheng International Development was Taicang High-tech Investment Management Co., Ltd. (太倉高新投資管理有限公司, “**Taicang High-tech**”), which held approximately 99.01% of the partnership interests in Loucheng International Development as of the Latest Practicable Date. Taicang High-tech was indirectly wholly owned by the Management Committee of the Taicang High Tech Industrial Development Zone of Jiangsu Province (江蘇省太倉高新技術產業開發區管理委員會). Loucheng International Development is principally engaged in equity investment and venture capital investment.

Loucheng Biology

Loucheng Biology is a limited partnership established in the PRC, the general partner and fund manager of which was Suzhou Yanying Investment Management Co., Ltd. (蘇州衍盈投資管理有限公司, “**Suzhou Yanying**”), holding 1.00% of the partnership interests in Loucheng Biology as of the Latest Practicable Date. Suzhou Yanying was ultimately controlled by Gu Zhenqi (顧振其) as of the Latest Practicable Date. The only limited partner of Loucheng Biology was Taicang High-tech, which held 99.00% of the partnership interests in Loucheng Biology as of the Latest Practicable Date. Loucheng Biology mainly focuses on investment in the healthcare industry.

Taicang Ninghui

Taicang Ninghui is a limited partnership established in the PRC, the general partner of which was Shanghai Loujiang Capital Management Center (Limited Partnership) (上海婁江投資管理中心(有限合夥), “**Shanghai Loujiang**”), which held 1.16% of the partnership interests in Taicang

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Ninghui as of the Latest Practicable Date. Zhang Ying (張迎) is the largest limited partner of Taicang Ninghui, holding approximately 31.98% of the partnership interests in Taicang Ninghui as of the Latest Practicable Date. Other than Zhang Ying, there was no other limited partner holding 30% or more of the partnership interest of Taicang Ninghui as of the Latest Practicable Date.

The general partner of Shanghai Loujiang was Taicang Louyuan Investment Consulting Co., Ltd. (太倉婁淵投資諮詢有限公司, “**Taicang Louyuan**”). As of the Latest Practicable Date, Taicang Louyuan was held as to 41.00% by Taicang Aoyuan Consulting Management Center (Limited Partnership) (太倉奧源諮詢管理中心(有限合夥), “**Taicang Aoyuan**”), 39.00% by Suzhou Guoxin Financial Investment Group Co., Ltd. (蘇州國信金融投資集團有限公司, “**Guoxin Financial**”) and 20.00% by Taicang Ningqi Consulting Management Co., Ltd. (太倉寧啟諮詢管理有限公司), respectively. Taicang Aoyuan was held as to 48.96% by Guoxin Financial, 47.04% by Taicang Weiyuan Consulting Management Center (Limited Partnership) (太倉唯源諮詢管理中心(有限合夥)) and 4.00% by its general partner, Taicang Jirui Consulting Management Co., Ltd. (太倉集瑞諮詢管理有限公司, “**Taicang Jirui**”), which was controlled by Guoxin Financial. Guoxin Financial was ultimately controlled by State-owned Assets Supervision and Administration Office of the People’s Government of Taicang (太倉市政府國有資產監督管理辦公室).

The limited partners of Shanghai Loujiang were Guoxin Financial and Taicang Jurui Investment Management Center (Limited Partnership) (太倉聚瑞投資管理中心(有限合夥)), which is also ultimately controlled by Guoxin Financial, holding approximately 55.11% and 35.96% of the partnership interests in Shanghai Loujiang, respectively, as of the Latest Practicable Date.

The shareholding percentage in the Company of each of Xuzhou High Tech, Loucheng International Development, Loucheng Biology and Taicang Ninghui is aggregated for the purpose of calculating the Company’s public float percentage and free float percentage under the Listing Rules.

Chengdu Jiulian, Sichuan Science and Technology Achievements Transformation Fund and Xingkong Ruiheng

Chengdu Jiulian

Chengdu Jiulian is a limited liability company established in the PRC, which was owned by Chengdu Wenjiang Industrial Investment Holding Group Co., Ltd. (成都溫江產業投資控股集團有限公司), a wholly-owned subsidiary of Chengdu Wenjiang District State-owned Assets Supervision and Administration Bureau (成都市溫江區國有資產監督管理局), as to 89.81% and by Sichuan Provincial Department of Finance (四川省財政廳) as to 10.19% as of the Latest Practicable Date. Chengdu Jiulian primarily focuses on equity investment in various sectors, including biopharmaceutical, electronic information, education, tourism and energy industries.

Sichuan Science and Technology Achievements Transformation Fund

Sichuan Science and Technology Achievements Transformation Fund is a limited partnership established in the PRC, the general partner and fund manager of which was Sichuan Venture Development Capital Investment Management Co., Ltd. (四川創新發展投資管理有限公司, “**Sichuan Venture Capital**”), holding approximately 1.13% of the partnership interests in Sichuan Science and Technology Achievements Transformation Fund as of the Latest Practicable Date. Sichuan Venture Capital was owned by Sichuan Industrial Revitalization Fund Investment Group Co., Ltd. (四川產業振興基金投資集團有限公司, “**Sichuan Industrial Revitalization Fund**”) as to 80.00% of its equity interests as of the Latest Practicable Date. Sichuan Industrial Revitalization Fund was ultimately controlled by the Sichuan Provincial Department of Finance (四川省財政廳). Sichuan Industrial Revitalization Fund was also the largest limited partner of Sichuan Science and Technology Achievements Transformation Fund, holding approximately 50.06% of its partnership interests as of the Latest Practicable Date. Other than Sichuan Industrial Revitalization Fund, there was no other limited partner holding 30% or more partnership interest in Sichuan Science and

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Technology Achievements Transformation Fund as of the Latest Practicable Date. Sichuan Science and Technology Achievements Transformation Fund is a Sichuan province-level guidance fund (四川省省級引導基金), mainly invests in three major industries of biopharmaceutical, intelligent manufacturing, and electronic information through direct investment. Sichuan Venture Capital has invested in biopharmaceutical companies such as Kintor (開拓藥業).

Xingkong Ruiheng

Xingkong Ruiheng is a limited partnership established in the PRC, the general partners of which were Sichuan Xinhua Ruiheng Equity Investment Fund Management Co., Ltd. (四川新華瑞恒股權投資基金管理有限公司, “**Xinhua Ruiheng**”) and Chengdu Guangyao Xingkong Equity Investment Management Co., Ltd. (成都光耀星空股權投資管理有限公司, “**Xingkong Investment**”), holding approximately 1.98% and 0.20% of the partnership interests in Xingkong Ruiheng, respectively, as of the Latest Practicable Date. Xingkong Investment was also the fund manager of Xingkong Ruiheng. Xinhua Ruiheng was owned by Sichuan Xinhua Publishing and Distribution Group Co., Ltd. (四川新華出版發行集團有限公司) as to 40.00% of its equity interests as of the Latest Practicable Date, which was ultimately controlled by the State-owned Assets Supervision and Administration Commission of Sichuan Provincial Government (四川省政府國有資產監督管理委員會). Xinhua Ruiheng was also owned as to 30.00% by Shanghai Rongchi Business Consulting Partnership Enterprise (Limited Partnership) (上海蓉馳商務諮詢合夥企業(有限合夥)) as of the Latest Practicable Date, which was in turn owned by Mo Jing (莫靜) (as general partner) and Lai Wei (賴薇) (as limited partner) as to 60.00% and 40.00% of its partnership interests, respectively. No other shareholders held 30% or more equity interests in Xinhua Ruiheng. Xingkong Investment was ultimately controlled by Mao Xiaoqin (毛曉琴). The largest limited partners of Xingkong Ruiheng as of the Latest Practicable Date were Wu Xingyu (伍星宇), Du Lihui (杜利輝), Cai Baozhong (蔡寶中), Huang Yihe (黃一禾) and Chengdu Juxin Energy Technology Co., Ltd. (成都巨新能源科技有限公司, “**Juxin Energy**”), each holding approximately 9.92% of the partnership interests in Xingkong Ruiheng. As of the Latest Practicable Date, Juxin Energy was ultimately controlled by Zhang Xinmin (張新民) and He Zongping (何宗平). Xingkong Ruiheng is mainly engaged in equity investment in medicine and health industries.

Sichuan Zhongshi

Sichuan Zhongshi is a limited liability company established in the PRC, which was owned as to 70.00% of its equity interests by Sichuan Industry Investment Fund Co., Ltd. (四川產業振興發展投資基金有限公司), 20.00% of its equity interests by Huaxi Precision Medicine Industry Innovation Center Co., Ltd. (華西精準醫學產業創新中心有限公司) and 10.00% of its equity interests by Chengdu High tech Innovation Investment and Development Group Co., Ltd. (成都高新科技創新投資發展集團有限公司) as of the Latest Practicable Date. Sichuan Industry Investment Fund Co., Ltd. was ultimately owned by Sichuan Provincial Department of Finance (四川省財政廳). Huaxi Precision Medicine Industry Innovation Center Co., Ltd. was ultimately owned by West China Hospital of Sichuan University (四川大學華西醫院). Chengdu High tech Innovation Investment and Development Group Co., Ltd. was ultimately owned by Finance and State-owned Assets Administration of Chengdu Hi-tech Industrial Development Zone (成都高新技術產業開發區財政國資局). Sichuan Zhongshi is mainly engaged in natural science research and experimental development.

The shareholding percentage in the Company of each of Chengdu Jiulian, Sichuan Science and Technology Achievements Transformation Fund, Xingkong Ruiheng and Sichuan Zhongshi is aggregated for the purpose of calculating the Company’s public float percentage and free float percentage under the Listing Rules.

HISTORY AND DEVELOPMENT

Zhonghe Anke and Zhonghe AUTEK

Zhonghe Anke

Zhonghe Anke is a limited partnership established in the PRC, the general partner and the fund manager of which was Hefei CITIC Zhongcai Private Equity Fund Management Co., Ltd. (合肥中投中財私募基金管理有限公司, “**Hefei Zhongtong**”), which held approximately 0.33% of the partnership interests in Zhonghe Anke as of the Latest Practicable Date. Hefei Zhongtong was owned as to 75.00% of its equity interests by China Capital Financial Holdings Fund Management Co., Ltd. (中投中財基金管理有限公司, “**Zhongtong Zhongcai**”). Zhongtong Zhongcai was ultimately held by Tang Liang (唐亮) as to 38.46% of its equity interests through Zhongzhi (Hainan) Holdings Co., Ltd. (仲智(海南)控股有限公司), which was owned by Tang Liang as to 99.00% of its equity interests. Other than Tang Liang, there is no other shareholder holding 30% or more in Zhongtong Zhongcai. The limited partners of Zhonghe Anke were Anhui Anke Biotechnology (Group) Co., Ltd. (安徽安科生物工程(集團)股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 300009) and Hefei Gaoxin Xingtai Industrial Investment Fund Partnership Enterprise (Limited Partnership) (合肥高新興泰產業投資基金合夥企業(有限合夥), “**Gaoxin Xingtai**”), holding approximately 66.45% and 33.22% of the partnership interests in Zhonghe Anke, respectively, as of the Latest Practicable Date. The general partner and fund manager of Gaoxin Xingtai was Hefei Zhongtong, holding 1.00% of its partnership interests as of the Latest Practicable Date. The largest limited partner of Gaoxin Xingtai was Hefei Gaoxin Holding, which held 49.50% of the partnership interests in Gaoxin Xingtai as of the Latest Practicable Date. The remaining 49.5% of its partnership interest was ultimately held by the State-owned Assets Supervision and Administration Commission of the People’s Government of Hefei (合肥市人民政府國有資產監督管理委員會) Zhonghe Anke mainly engages in equity investment in biopharmaceutical industry.

Zhonghe AUTEK

Zhonghe AUTEK is a limited partnership established in the PRC, the general partner and fund manager of which was Hefei Zhongtong, holding approximately 0.33% of the partnership interests in Zhonghe AUTEK as of the Latest Practicable Date. The limited partners of Zhonghe AUTEK were AUTEK CHINA INC. (歐普康視科技股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 300595) and Gaoxin Xingtai, which held approximately 66.45% and 33.22% of the partnership interests, respectively, in Zhonghe AUTEK as of the Latest Practicable Date. Zhonghe AUTEK is mainly engaged in investment in biotech and biopharmaceutical industries. Zhonghe Anke and Zhonghe AUTEK share the same general partner and fund manager, i.e. Hefei Zhongtong.

Chongqing Southern Investment, TopoScend Venture Capital and Shenzhen Hi-Tech Investment

Chongqing Southern Investment

Chongqing Southern Investment is a limited partnership established in the PRC, the general partner and fund manager of which was Shenzhen TopoScend Capital Co., Ltd. (深圳市投控東海投資有限公司, “**TopoScend Capital**”), holding 1.00% of the partnership interests in Chongqing Southern Investment as of the Latest Practicable Date. TopoScend Capital was ultimately controlled by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shenzhen Municipal (深圳市人民政府國有資產監督管理委員會). The sole limited partner of Chongqing Southern Investment was Chongqing Southern New City Industrial Investment Group Co., Ltd. (重慶市南部新城產業投資集團有限公司), which was a wholly-owned subsidiary of Chongqing Banan District State-owned Assets Management Center (重慶市巴南區國有資產管理中心) and held 99.00% of the partnership interests in Chongqing Southern Investment as of the Latest Practicable Date. Chongqing Southern Investment mainly engages in private equity investment. Chongqing Southern Investment and TopoScend Venture Capital, a [REDACTED] investor, share the same general partner and fund manager, i.e. TopoScend Capital.

HISTORY AND DEVELOPMENT

TopoScend Venture Capital

TopoScend Venture Capital is a limited partnership established in the PRC, the general partner and fund manager of which was TopoScend Capital, holding approximately 0.81% of the partnership interests in TopoScend Venture Capital as of the Latest Practicable Date. The largest limited partner of TopoScend Venture Capital was Shenzhen Investment Holdings Bay Area Equity Investment Fund Partnership Enterprise (Limited Partnership) (深圳投控灣區股權投資基金合夥企業(有限合夥)), which held approximately 51.02% of the partnership interests in TopoScend Venture Capital as of the Latest Practicable Date and was ultimately controlled by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shenzhen Municipal. No other limited partners of TopoScend Venture Capital held 30% or more partnership interests in it as of the Latest Practicable Date. TopoScend Venture Capital mainly focuses on venture capital investment in various sectors, including biopharmaceutical and biotech sectors. Chongqing Southern Investment and TopoScend Venture Capital share the same general partner and fund manager, i.e. TopoScend Capital.

Shenzhen Hi-Tech Investment

Shenzhen Hi-Tech Investment is a limited liability company established in the PRC, which was wholly owned by Shenzhen Hi-Tech Investment Group Co., Ltd. (深圳高新投集團有限公司), which was ultimately controlled by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shenzhen Municipal (深圳市人民政府國有資產監督管理委員會). Shenzhen Hi-Tech Investment has been focusing on providing diverse financial services including financing guarantee, venture capital and commercial factoring to small and medium size technology companies.

The shareholding percentage in the Company of each of Chongqing Southern Investment, TopoScend Venture Capital and Shenzhen Hi-Tech Investment is aggregated for the purpose of calculating the Company’s public float percentage and free float percentage under the Listing Rules.

Yinglian SI

Xiamen Yinglian

Xiamen Yinglian is a limited partnership established in the PRC, the general partner and fund manager of which was Xiamen Yinglian Health Industry Investment Management Co., Ltd. (廈門楹聯健康產業投資管理有限公司, “**Yunion Healthcare Ventures**”). Yunion Healthcare Ventures is a professional equity investment and management company specialized in biopharmaceutical, healthcare and technology sectors. As of March 31, 2026, the size of assets under management of Yunion Healthcare Ventures was more than RMB1.5 billion. As of the Latest Practicable Date, Yunion Healthcare Ventures held approximately 0.50% partnership interests in Xiamen Yinglian. Yunion Healthcare Ventures was ultimately controlled by Luo Jing (羅 鵠). The largest limited partner of Xiamen Yinglian was Jiangsu Hengrui Pharmaceuticals Co., Ltd. (江蘇恒瑞醫藥股份有限公司, a company listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, stock code: 600276, 01276.HK), holding approximately 18.97% of the partnership interests in Xiamen Yinglian as of the Latest Practicable Date. None of Xiamen Yinglian’s limited partners held 30% or more partnership interests in it as of the Latest Practicable Date.

Xiamen Yinglian mainly focuses on investment in biopharmaceutical and medical technology companies. The investment portfolio of Xiamen Yinglian in the medical and healthcare and related industries include, among other things, Yahui Pharmaceutical Technology Co., Ltd. (燁輝醫藥科技有限公司) (focused on innovative drug research and development in the field of hematologic oncology), Full-Life Technologies Co., Ltd. (輻聯科技有限公司) (focused on innovative radiopharmaceutical development), YolTech Biotechnology Co., Ltd. (上海堯唐生物科技股份有限公司) (focused on in vivo gene-editing drug development), MDCO Technology Company Limited (麥得科科技有限公司) (an ophthalmic medical device company), PharmaLegacy Laboratories (澎立生物醫藥技術(上海)股份有限公司) (a preclinical CRO company), Hinova Pharmaceuticals Inc.

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(海創藥業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 688302), Duality Biotherapeutics, Inc. (映恩生物) (a company listed on the Hong Kong Stock Exchange, stock code: 09606.HK), and Success Bio-Tech Co., Ltd. (賽克賽斯生物科技股份有限公司) (a company engaged in the R&D, production and sales of implantable and surgical medical devices).

Xiamen Yinglian and Jiaxing Yinglian, another [REDACTED] investor, share the same general partner and fund manager, i.e. Yunion Healthcare Ventures. Luo Jing (羅鵠), the ultimate controller of Yunion Healthcare Ventures, has extensive experience in equity investment in healthcare sector. She joined SWS Research Co., Ltd. (上海申銀萬國證券研究所有限公司) in 2002 as a researcher covering the healthcare sector, and served successively as chief analyst and managing director. She subsequently became a founding partner of Yunion Healthcare Ventures, with a focus on frontier investments in global innovative pharmaceuticals, innovative medical technologies, and innovative medical devices.

Xiamen Yinglian is a sophisticated investor.

Jiaxing Yinglian

Jiaxing Yinglian is a limited partnership established in the PRC, the general partner and fund manager of which was Yunion Healthcare Ventures, holding approximately 9.09% of the partnership interests in Jiaxing Yinglian. The only limited partner of Jiaxing Yinglian was Suzhou International Development Technological Innovation Investment Enterprise (Limited Partnership) (蘇州國發科技創新投資企業(有限合夥)), “**Suzhou International Development Investment**”, holding approximately 90.91% partnership interests in Jiaxing Yinglian as of the Latest Practicable Date. The general partner and fund manager of Suzhou International Development Investment was Suzhou International Development Management, holding approximately 1.19% of the partnership interests in it as of the Latest Practicable Date. The largest limited partner of Suzhou International Development Investment holding approximately 45.60% of its partnership interests as of the Latest Practicable Date was CAS Technological Transfer Venture Capital (Wuhan) Partnership Enterprise (Limited Partnership) (國科科技成果轉化創業投資基金(武漢)合夥企業(有限合夥)) (“**CAS Technological Transfer**”). Other than CAS Technological Transfer, there was no other limited partner holding 30% or more partnership interest in Suzhou International Development Investment. The general partner of CAS Technological Transfer is Guoke Venture Capital Management Co., Ltd. (國科創業投資管理有限公司), which is ultimately controlled by Chinese Academy of Sciences. There is no limited partner holding 30% or more in CAS Technological Transfer.

Jiaxing Yinglian is a special fund established solely for the purpose of investing in the Company. Xiamen Yinglian and Jiaxing Yinglian share the same general partner and fund manager, i.e. Yunion Healthcare Ventures, and therefore operate under the same investment decision making process. The investment decision is to be made by the investment decision committee, the members of which are appointed by the fund manager. Luo Jing (羅鵠) acts as the managing partner of Yunion Healthcare Ventures and the chairman of the investment decision committee.

Jiaxing Yinglian is a sophisticated investor.

Yingjia Investment

Yingjia Investment is a limited partnership established in the PRC, the general partner of which was Shanghai Qingluo Investment Management Co., Ltd. (上海青羅投資管理有限公司, “**Shanghai Qingluo**”), holding approximately 41.67% of the partnership interests in Yingjia Investment as of the Latest Practicable Date. Shanghai Qingluo was owned by Luo Jing (羅鵠) as to 99.00% of its equity interests. Luo Jing was also a limited partner of Yingjia Investment, holding approximately 8.33% of the partnership interests in it as of the Latest Practicable Date. The other limited partners of Yingjia Investment as of the Latest Practicable Date were Yang Mu (楊牧), Li Ning (李寧), Wu Qi (吳琦), Xie Xuanhui (謝暄暉), Wang Ruolin (王若麟) and Zhang Yang (張揚), each owned approximately 8.33% of the partnership interests in Yingjia Investment. Yingjia

HISTORY AND DEVELOPMENT

Investment primarily focuses on industrial investment, provision of investment consulting services and equity investment in life science and health technology industries. Yunion Healthcare Ventures, the general partner of Xiamen Yinglian and Jiaying Yinglian, the other two [REDACTED] Investors, was also ultimately controlled by Luo Jing (羅鵠).

Considering (a) Shanghai Qingluo, the general partner of Yingjia Investment was also controlled by Luo Jing (羅鵠), the ultimate controller of Yunion Healthcare Ventures with extensive experience in equity investment in healthcare sector, and (b) Xiamen Yinglian and Jiaying Yinglian share the same general partner and fund manager, i.e. Yunion Healthcare Ventures, the Company has consolidated Yingjia Investment’s investment with Xiamen Yinglian and Jiaying Yinglian, and considers the three shareholders together as the sophisticated investors of the Company.

Yingchuang Taifu

Yingchuang Taifu is a limited partnership established in the PRC, the general partners of which were Chengdu Yingchuang Detai Equity Investment Fund Management Co., Ltd. (成都盈創德泰股權投資基金管理有限公司, “**Yingchuang Detai Investment**”) and Chengdu Yingchuang Taifu Equity Investment Fund Management Co., Ltd. (成都盈創泰富股權投資基金管理有限公司, “**Yingchuang Taifu Management**”), and the fund manager of which was Yingchuang Taifu Management. Yingchuang Detai Investment and Yingchuang Taifu Management held approximately 1.39% and 6.84% of the partnership interests in Yingchuang Taifu as of the Latest Practicable Date, respectively. Both Yingchuang Detai Investment and Yingchuang Taifu Management were ultimately controlled by Yi Yu (易宇). The largest limited partner of Yingchuang Taifu was Chengdu Gaotou Yingchuang Winpower Investment Development Co., Ltd. (成都高投盈創動力投資發展有限公司, “**Yingchuang Winpower**”), which held approximately 18.05% of the partnership interests in Yingchuang Taifu as of the Latest Practicable Date. Gaotou Yingchuang was ultimately controlled by the Chengdu High tech Industrial Development Zone Business, Finance and State-owned Assets Bureau (成都高新技術產業開發區商務財政國資局). No limited partners of Yingchuang Taifu held 30% or more partnership interests in it as of the Latest Practicable Date. Yingchuang Taifu primarily engages in venture capital investment.

Efung Shixin, Efung Phase IX and Efung Yi’an

Efung Shixin

Efung Shixin is a limited partnership established in the PRC, the general partner and fund manager of which was Shenzhen Efung Investment Management Limited Partnership Enterprise (Limited Partnership) (深圳市倚鋒投資管理企業(有限合夥), “**Efung Investment**”), holding approximately 0.06% of the partnership interests in Efung Shixin as of the Latest Practicable Date. The general partner of Efung Investment was Shenzhen Efung Venture Capital Investment Co., Ltd. (深圳市倚鋒創業投資有限公司), which is ultimately controlled by Zhu Jinqiao (朱晉橋) as of the Latest Practicable Date. Efung Shixin has no limited partner holding 30% or more partnership interests, and the three largest limited partners of Efung Shixin were Yantai Guotai Chengfeng Asset Management Co., Ltd. (煙臺國泰誠豐資產管理有限公司), AVIC Trust Co., Ltd. (中航信託股份有限公司) and Rudong County Tongtai Investment Group Co., Ltd. (如東縣通泰投資集團有限公司), each holding approximately 22.65% of partnership interests in Efung Shixin as of the Latest Practicable Date. As of the Latest Practicable Date, Yantai Guotai Chengfeng Asset Management Co., Ltd. was ultimately controlled by the State-owned Assets Supervision and Administration Commission of the People’s Government of Yantai City (煙臺市人民政府國有資產監督管理委員會). As of the Latest Practicable Date, AVIC Trust Co., Ltd. was ultimately controlled by State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會). As of the Latest Practicable Date, Rudong County Tongtai Investment Group Co., Ltd. (如東縣通泰投資集團有限公司) was controlled by the Rudong County Investment Management Office (如東縣投資管理辦公室).

Efung Shixin mainly focuses on investment in pharmaceutical and biotech industries.

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Efung Phase IX

Efung Phase IX is a limited partnership established in the PRC, the general partner and fund manager of which was Efung Investment, holding 0.50% of the partnership interests in Efung Phase IX as of the Latest Practicable Date. The largest limited partner of Efung Phase IX was Shenzhen Shuangyue Venture Capital Center (Limited Partnership) (深圳市雙悅創業投資中心(有限合夥)), “**Shenzhen Shuangyue**”, holding approximately 57.33% of the partnership interests in Efung Phase IX as of the Latest Practicable Date. No other limited partners of Efung Phase IX held 30% or more of the partnership interests in it as of the Latest Practicable Date. Efung Investment was also the general partner and fund manager of Shenzhen Shuangyue as of the Latest Practicable Date, holding approximately 0.03% of its partnership interests. The largest limited partner of Shenzhen Shuangyue was Cai Ming (蔡明), holding approximately 23.55% of the partnership interests in it as of the Latest Practicable Date. Efung Phase IX mainly focuses on investment in pharmaceutical and healthcare industries.

Efung Yi'an

Efung Yi'an is a limited partnership established in the PRC, the general partner and fund manager of which was Efung Investment, holding approximately 0.05% of the partnership interests in Efung Yi'an as of the Latest Practicable Date. As of the Latest Practicable Date, the only limited partner holding the remaining 99.95% partnership interests in Efung Yi'an was Yantai Boying Investment Co., Ltd. (煙臺伯盈投資有限責任公司), which was ultimately controlled by the State-owned Assets Supervision and Administration Commission of the People's Government of Yantai City. Efung Yi'an mainly focuses on investment in pharmaceutical and healthcare industries. Efung Phase IX, Efung Shixin and Efung Yi'an share the same general partner and fund manager, i.e. Efung Investment.

Hainan Kangzhe

Hainan Kangzhe is a limited liability company established in the PRC, which is indirectly wholly owned by China Medical System Holdings Limited (康哲藥業控股有限公司) (CMS). CMS is a company listed on the Hong Kong Stock Exchange (stock code: 867) and also listed on the Singapore Exchange Securities Trading Limited (stock code: 8A8). Hainan Kangzhe primarily engages in equity investment activities in the biopharmaceutical sector.

Longmaide Venture Capital and Qianshan Jingqian

Longmaide Venture Capital

Longmaide Venture Capital is a limited partnership established in the PRC, the general partner and fund manager of which was Beijing Anlong Venture Capital Fund (Limited Partnership) (北京安龍創業投資基金(有限合夥)), “**Anlong Venture Capital**”, holding approximately 1.00% of the partnership interests in Longmaide Venture Capital as of the Latest Practicable Date. Anlong Venture Capital was ultimately controlled by Liu Ying (劉穎). The largest limited partner of Longmaide Venture Capital was Ningbo Meishan Free Trade Port Zone Tengyun Yuancheng Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區騰雲源晟股權投資合夥企業(有限合夥)), “**Tengyun Yuancheng**”, which was ultimately controlled by Huang Tao (黃濤). Tengyun Yuancheng held approximately 25.93% of the partnership interests in Longmaide Venture Capital as of the Latest Practicable Date. Longmaide Venture Capital focuses on the investment in emerging enterprises in medical and biopharma industries.

Qianshan Jingqian

Qianshan Jingqian is a limited partnership established in the PRC, the general partner of which was Beijing Anlong Venture Capital Fund (Limited Partnership) (北京安龍創業投資基金(有限合夥)), “**Anlong Venture Capital**” holding 1.00% of the partnership interests in Qianshan Jingqian as of the Latest Practicable Date. Anlong Venture Capital was ultimately controlled by Liu Ying (劉穎). The largest limited partner of Qianshan Jingqian as of the Latest Practicable Date was

HISTORY AND DEVELOPMENT

Qianshan Qianxin Construction and Operation Co., Ltd. (潛山市潛鑫建設運營有限公司, “**Qianxin Construction**”), which held 99.00% of the partnership interests in Qianshan Jingqian. Qianxin Construction was ultimately controlled by Anhui Qianshan Economic Development Zone Management Committee as of the Latest Practicable Date. Qianshan Jingqian is principally engaged in equity investment, investment management and asset management.

Qianshan Jingqian has the same general partner with Longmaide Venture Capital, another [REDACTED] investor.

Zhongke Haichuang

Zhongke Haichuang is a limited partnership established in the PRC, the general partner and fund manager of which was Haichuang Tiancheng (Qingdao) Equity Investment Fund Management Co., Ltd. (海創天成(青島)股權投資基金管理有限公司, “**Haichuang Tiancheng**”), holding 0.50% of the partnership interests in Zhongke Haichuang as of the Latest Practicable Date. The largest shareholder of Haichuang Tiancheng was Sifang Chengyu (Qingdao) Investment Management Co., Ltd. (四方承宇(青島)投資管理有限公司, “**Sifang Chengyu**”), holding approximately 30.00% of its equity interests. Sifang Chengyu is an indirect subsidiary of Haier Group Corporation (海爾集團公司). The largest limited partner of Zhongke Haichuang was Shandong Haichuang Qianfeng Equity Investment Enterprise (Limited Partnership) (山東省海創千峰新舊動能轉換股權投資企業(有限合夥), “**Haichuang Qianfeng**”), holding 30.00% of the partnership interests in Zhongke Haichuang as of the Latest Practicable Date. The general partner of Haichuang Qianfeng was Qingdao Haichuang New Kinetics Investment Management Co., Ltd. (青島海創新動能投資管理有限公司), which was ultimately controlled by Haier Group Corporation as of the Latest Practicable Date. The largest limited partner of Haichuang Qianfeng was Haier Group (Qingdao) Finance Holding Co., Ltd. (海爾集團(青島)金盈控股有限公司, an indirect subsidiary of Haier Group Corporation, which held 69.00% of the partnership interests in Haichuang Qianfeng as of the Latest Practicable Date. Other than Haichuang Qianfeng, there is no other limited partner holding 30% or more partnership interest in Zhongke Haichuang.

Zhongke Haichuang primarily engages in equity investment in various sectors including biopharmaceutical and technology sectors.

Tibet Renfu

Tibet Renfu is a limited liability company established in the PRC, which was a wholly owned subsidiary of Anhui Xin'an Capital Operation Management Co., Ltd. (安徽新安資本運營管理有限公司, “**Xin'an Capital**”) as of the Latest Practicable Date. The only shareholder with 30% or more equity interest in Xin'an Capital was Bengbu Guangcai Investment Co., Ltd. (蚌埠光彩投資有限責任公司, “**Bengbu Guangcai Investment**”), holding approximately 33.85% of the equity interests of Xin'an Capital as of the Latest Practicable Date, which was ultimately controlled by Yu Heng (余恆) as of the Latest Practicable Date. Tibet Renfu principally engages in equity investment and provision of business management consulting services.

Xiamen Red Horse

Xiamen Red Horse is a limited partnership established in the PRC, the general partner and fund manager of which was Beijing Red Horse Tianan Investment Co., Ltd. (北京紅馬天安投資有限公司, “**Beijing Red Horse**”), which held approximately 0.29% of the partnership interests in Xiamen Red Horse as of the Latest Practicable Date. Beijing Red Horse is ultimately controlled by Ouyang Jiwen (歐陽紀文) as of the Latest Practicable Date. The largest limited partners of Xiamen Red Horse were Han Liping (韓麗萍) and Li Junbo (李君波), each holding approximately 14.71% of the partnership interests in Xiamen Red Horse as of the Latest Practicable Date. Xiamen Red Horse is an investment fund established for the purpose of investing in the Company.

HISTORY AND DEVELOPMENT

Hangzhou Tanhe

Hangzhou Tanhe is a limited partnership established in the PRC, the general partner and fund manager of which was Cowin Asset Management (Shanghai) Co., Ltd. (譽華資產管理(上海)有限公司, “**Cowin Asset Management**”), holding approximately 4.92% of the partnership interests in Hangzhou Tanhe as of the Latest Practicable Date. Cowin Asset Management was owned by Fan Yanfang (范燕芳), Zheng Yu (鄭鬱) and Fang Rong (方嶸) as to 51.00%, 44.00% and 5.00% of its equity interests, respectively, as of the Latest Practicable Date. The largest limited partner of Hangzhou Tanhe was Su Wenguang (蘇文光), who held approximately 16.39% partnership interests of Hangzhou Tanhe as of the Latest Practicable Date. Hangzhou Tanhe is an investment platform established solely for the purpose of investing in the Group.

Mingcheng Zhihui

Mingcheng Zhihui is a limited partnership established in the PRC, the general partner and fund manager of which was Mingcheng Zhihui (Hangzhou) Equity Investment Co., Ltd. (明誠致慧(杭州)股權投資有限公司, “**Mingcheng Zhihui Investment**”), holding approximately 0.94% of the partnership interests in Mingcheng Zhihui as of the Latest Practicable Date. Mingcheng Zhihui Investment was owned by Hu Huayong (胡華勇) as to 68.00% and by Zhejiang Rongsheng Holding Group Co., Ltd. (浙江榮盛控股集團有限公司, “**Rongsheng Holding**”) as to 32.00% of its equity interests as of the Latest Practicable Date. Rongsheng Holding was owned by Li Shuirong (李水榮) as to approximately 63.52% of its equity interests as of the Latest Practicable Date. Rongsheng Holding was also the largest limited partner of Mingcheng Zhihui, holding approximately 60.38% of its partnership interests as of the Latest Practicable Date. No other limited partners held 30% or more partnership interests in Mingcheng Zhihui as of the Latest Practicable Date. Mingcheng Zhihui is principally engaged in equity investment in various industries, including biopharmaceutical industry.

Hangzhou Tigermed

Hangzhou Tigermed is a limited partnership established in the PRC, which primarily focuses on investment management. Hangzhou Tigermed is owned as to 99.985% by its sole limited partner, Hangzhou Tigermed Consulting Co., Ltd. (杭州泰格醫藥科技股份有限公司) (the “Tigermed Consulting”), a company dual-listed on the Shenzhen Stock Exchange (stock code: 300347) and the Hong Kong Stock Exchange (stock code: 3347), and 0.015% by its sole general partner, Shanghai Tigermed Technology Co., Ltd. (上海泰格醫藥科技有限公司), a company wholly owned by Tigermed Consulting.

Hansi Botou

Hansi Botou is a limited partnership established in the PRC, the general partner of which was Tan Weiping (檀偉平), who held approximately 1.00% of the partnership interests in Hansi Botou as of the Latest Practicable Date. The largest limited partner of Hansi Botou was Xiamen Bazhite Investment Consulting Co., Ltd. (廈門巴之特投資諮詢有限公司, “**Xiamen Bazhite**”), holding approximately 37.88% of its partnership interests as of the Latest Practicable Date. Other than Xiamen Bazhite, there was no other limited partner holding 30% or more partnership interest in Hansi Botou. Xiamen Bazhite was owned by Lin Manjiao (林曼嬌) as to approximately 85.7% of its equity interests. Hansi Botou primarily engages in business management, provision of asset management services for investment of own funds and legal consulting services.

Hutong Investment

Hutong Investment is a limited partnership established in the PRC, the general partner and fund manager of which was Shanghai Angell Asset Management Co., Ltd. (上海昂巨資產管理有限公司, “**Angell Asset Management**”), holding approximately 1.25% of the partnership interests of Hutong Investment as of the Latest Practicable Date. The largest shareholder of Angell Asset

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Management was Yao Ligang (姚立剛), holding 34.00% of its equity interests as of the Latest Practicable Date. Yao Ligang was also the largest limited partner of Hutong Investment, holding approximately 43.20% of its partnership interests as of the Latest Practicable Date. The second largest shareholder of Angell Asset Management, Jilin Province Investment Group Company Limited (吉林省投資集團有限公司, “**Jilin Investment**”), held 32.00% of the equity interests in Angell Asset Management as of the Latest Practicable Date. Jilin Investment was wholly owned by Jilin Province Department of Finance (吉林省財政廳). Jilin Investment was also the second largest limited partner of Hutong Investment, holding approximately 37.03% of its partnership interests as of the Latest Practicable Date. Other than Yao Ligang and Jilin Investment, there were no other limited partners holding 30% or more of the partnership interests in Hutong Investment as of the Latest Practicable Date. Hutong Investment primarily focuses on industrial investment, investment management and provision of consulting and asset management services.

Zhongke Chuxin

Zhongke Chuxin is a limited partnership established in the PRC, the general partner of which was Chengdu Chuangxin Liye Enterprise Management Consulting Co., Ltd. (成都創信立業企業管理諮詢有限公司, “**Chuangxin Liye**”), holding 1.00% of the partnership interests in Zhongke Chuxin as of the Latest Practicable Date. Chuangxin Liye was ultimately controlled by Huang Renmin (黃韜敏) as of the Latest Practicable Date. Huang Renmin was also the largest limited partner of Zhongke Chuxin, holding 79.00% of the partnership interests in it as of the Latest Practicable Date. Zhongke Chuxin is an investment vehicle established solely for the purpose of investing in the Group.

Qianhai Zhaohuan

Qianhai Zhaohuan is a limited liability company established in the PRC, which was a wholly-owned subsidiary of Shenzhen Waratah Group Company Limited (深圳華特爾集團有限公司, “**Shenzhen Waratah**”). Shenzhen Waratah was ultimately controlled by Zhang Xiangdong (張向東) as of the Latest Practicable Date. Qianhai Zhaohuan primarily engages in investment activities.

Hehao Investment

Hehao Investment is a limited partnership established in the PRC, the general partner of which was Huo Dongjin (霍東金) as of the Latest Practicable Date. Huo Dongjin held 95.00% of the partnership interests and Zhu Xuejie (朱學傑) held 5.00% of the partnership interests in Hehao Investment as of the Latest Practicable Date. Hehao Investment is an investment vehicle established solely for the purpose of investing in the Group.

Jiaxing Youze

Jiaxing Youze is a limited partnership established in the PRC, the general partner and fund manager of which was Jiaxing Yourui Asset Management Co., Ltd. (嘉興優瑞資產管理有限公司, “**Jiaxing Yourui**”), holding 4.00% of the partnership interests in Jiaxing Youze as of the Latest Practicable Date. Jiaxing Yourui was ultimately controlled by Cai Luping (蔡盧平) as of the Latest Practicable Date. The largest limited partner of Jiaxing Youze was Sun Zhihua (孫志華), who held 45.00% of partnership interests in it as of the Latest Practicable Date. No other limited partners of Jiaxing Youze owned 30% or more of its partnership interests as of the Latest Practicable Date. Jiaxing Youze primarily engages in equity investment in biopharmaceutical industry.

Taikun Investment

Taikun Investment is a limited partnership established in the PRC, the general partner and fund manager of which was Hangzhou Tailong Venture Capital Partnership Enterprise (Limited partnership) (杭州泰龍創業投資合夥企業(有限合夥), “**Hangzhou Tailong**”), holding 1.00% of the partnership interests in Taikun Investment as of the Latest Practicable Date. The general partner of

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Hangzhou Tailong was Zhaotai (Zibo) Venture Capital Management Partnership (Limited Partnership) (昭泰(淄博)創業投資管理合夥企業(有限合夥), “**Zhaotai Zibo**”), holding 1.00% of the partnership interests in Hangzhou Tailong as of the Latest Practicable Date. The general partner of Zhaotai Zibo was Liu Chunguang (劉春光), holding 99.00% of its partnership interests as of the Latest Practicable Date. The only limited partner of Hangzhou Tailong was Hangzhou Tigermed, holding 99.00% of its partnership interests as of the Latest Practicable Date. Hangzhou Tigermed was also the largest limited partner of Taikun Investment as of the Latest Practicable Date, holding 49.00% of the partnership interests in Taikun Investment. No other limited partners of Taikun Investment owned 30% or more of the partnership interests in it as of the Latest Practicable Date. Taikun Investment is a professional equity investment management institution focusing on investment in biomedicine, medical devices and healthcare industries.

Minghong Kefu

Minghong Kefu is a limited partnership established in the PRC, the general partner and fund manager of which was Guangzhou Minghong Investment Management Enterprise (Limited Partnership) (廣州明鴻投資管理企業(有限合夥), “**Minghong Investment**”), holding 2.00% of the partnership interests in Minghong Kefu as of the Latest Practicable Date. The general partner of Minghong Investment was Hu Hongwei (胡宏偉), holding 40.00% of the partnership interests in it as of the Latest Practicable Date. The largest limited partner of Minghong Investment, who was also the only limited partner owning 30.00% or more of the partnership interests in Minghong Investment as of the Latest Practicable Date, was Li Zhuang (李壯), holding 30.00% of its partnership interests. The largest limited partner of Minghong Kefu as of the Latest Practicable Date was Lu Qibiao (陸啟標), holding 12.00% of the partnership interests in it. Minghong Kefu is mainly engaged in equity investment in biopharmaceutical, biotech and other technology companies.

Kexun Lianshan

Kexun Lianshan is a limited partnership established in the PRC, the general partner and fund manager of which was Hefei Kexun Venture Capital Management Partnership (Limited Partnership) (合肥科訊創業投資管理合夥企業(有限合夥), “**Hefei Kexun**”), holding approximately 3.85% of the partnership interests in Kexun Lianshan as of the Latest Practicable Date. The general partner of Hefei Kexun was Hefei Kexun Dingli Enterprise Management Co., Ltd. (合肥科訊頂立企業管理有限公司, “**Hefei Dingli**”), which was in turn directly owned by Sanya Gaozhuo Jiayin Information Technology Partnership (Limited Partnership) (三亞高卓佳音資訊科技合夥企業(有限合夥), “**Sanya Gaozhuo**”) and Xu Jingming (徐景明) as to 99.00% and 1.00% of the equity interests in Hefei Dingli, respectively, as of the Latest Practicable Date. Sanya Gaozhuo was also the only limited partner of Hefei Kexun as of the Latest Practicable Date, holding 99.00% of its partnership interests. The general partner and the only limited partner with 30% or more partnership interests of Sanya Gaozhuo was also Xu Jingming, holding 57.00% of its partnership interests as of the Latest Practicable Date. The only limited partner of Kexun Lianshan was Hefei Lianshan Innovative Industry Investment Fund Partnership (Limited Partnership) (合肥連山創新產業投資基金合夥企業(有限合夥), “**Hefei Lianshan**”), whose general partner is Hefei Kexun. There is no limited partner holding 30% or more in Hefei Lianshan. Kexun Lianshan primarily focuses on venture capital equity investment in startups.

Shanghai Hongdi

Shanghai Hongdi is a limited liability company established in the PRC. As of the Latest Practicable Date, 51.00% of its equity interests are owned by Zhou Zhangan (周章燦). As of the Latest Practicable Date, no other shareholders of Shanghai Hongdi holds 30% or more of its equity interests. Shanghai Hongdi is mainly engaged in investment and investment management, asset management, investment consulting and real estate development.

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Juming Venture Capital

Juming Venture Capital is a limited liability company established in the PRC, which was wholly owned by Juming Technology Group Co., Ltd. (聚名科技集團股份有限公司, “**Juming Technology**”) as of the Latest Practicable Date. Juming Technology was ultimately controlled by Xu Bing (徐兵) as of the Latest Practicable Date. Juming Venture Capital focuses on investment in Internet, enterprise services, healthcare and advanced manufacturing industries.

Yangzhou Zhuyu

Yangzhou Zhuyu is a limited partnership established in the PRC, the general partner of which was Zhou Wei (周偉), holding 64% of the partnership interests in Yangzhou Zhuyu as of the Latest Practicable Date. There is no limited partner holding 30% or more in Yangzhou Zhuyu.

Yangzhou Zhuyu is an investment vehicle established solely for the purpose of investing in the Group.

Taiyu Phase IV

Taiyu Phase IV is a limited partnership established in the PRC, the general partner and fund manager of which was Hangzhou Taiyu Investment Consulting Co., Ltd. (杭州泰煜投資諮詢有限公司, “**Taiyu Investment**”), holding approximately 1.24% of the partnership interests in Taiyu Phase IV as of the Latest Practicable Date. Taiyu Investment was ultimately controlled by Dr. Ji Tianrong (紀添榮) as of the Latest Practicable Date. The largest limited partner of Taiyu Phase IV as of the Latest Practicable Date was Taikun Investment, a [REDACTED] investor, holding approximately 24.89% of the partnership interests in it. Taiyu Phase IV mainly focuses on early and growth stage investments in innovative medical and healthcare companies.

Fuka Investment

Fuka Investment is a limited liability company established in the PRC, which was directly owned as to 60.00% of its equity interests by Shanghai Mengqian Industrial Co., Ltd. (上海蒙謙實業有限公司, “**Shanghai Mengqian**”) as of the Latest Practicable Date. The only two shareholders of Shanghai Mengqian were Liang Amin, holding approximately 70.00% of the equity interests of Shanghai Mengqian, and Xu Rundong (徐潤東), holding approximately 30.00% of the equity interests of Shanghai Mengqian as of the Latest Practicable Date. Shanghai Mengqian is ultimately controlled by Liang Amin (梁阿敏). The rest of equity interest in Fuka Investment was held by Xu Rundong as to 30.00% and Liang Amin as to 10.00%. Fuka Investment is primarily engaged in asset management and equity investment.

HT Intelligent Technology

HT Intelligent Technology is a limited liability company established in the PRC, which was controlled by Duan Zhongcheng (段忠成), holding 80.00% of the equity interest as of the Latest Practicable Date. HT Intelligent Technology is mainly engaged in investment in biopharmaceutical and technology companies, and provision of technology-related services.

Nanjing King-Friend

Nanjing King-Friend is a joint stock limited liability company established in the PRC with its shares listed on the Shanghai Stock Exchange (stock code: 603707). Nanjing King-Friend was controlled by Xie Juhua (謝菊華), Tang Yongqun (唐詠群) and Ding Ying (丁瑩) as of the Latest Practicable Date. Nanjing King-Friend mainly engages in the R&D, wholesale, production and retail of medicine.

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Chengdu Minchen

Chengdu Minchen is a limited partnership established in the PRC, the general partner of which was Zeng Tao (曾濤) as of the Latest Practicable Date, who held 90.00% of the partnership interests in Chengdu Minchen. As of the Latest Practicable Date, the only limited partner of Chengdu Minchen was Zeng Wenmin (曾文敏), holding the remaining 10.00% of the partnership interests. Chengdu Minchen is an investment vehicle established solely for the purpose of investing in the Group.

Guangji Investment

Guangji Investment is a limited liability company established in the PRC, which was wholly owned by Boji Medical Technology Co., Ltd. (博濟醫藥科技股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 300404) as of the Latest Practicable Date. Guangji Investment is mainly engaged in investment in biopharmaceutical companies and provision of investment consulting services.

Details on Hengsheng Investment

Hengsheng Investment is a previous investor of the Company. It is a limited liability company established in the PRC, which was owned as to 98.00% of its equity interests by Shanghai Jinjing Investment Management Consulting Co., Ltd. (上海金景投資管理諮詢有限公司), which was in turn wholly owned by Ample Pacific Development Limited (中太發展有限公司) as of the Latest Practicable Date, whose ultimate beneficial owner with 30% or more interest is WIJAYA LIMENTARA, JACKSON, an Independent Third Party. Hengsheng Investment is principally engaged in provision of investment management consulting services and business information consulting services. It invests in life science and manufacturing industries. To the best knowledge of Hengsheng Investment, neither it nor its ultimate beneficial owner has any relationships (including business, employment, family, financing, trust or otherwise) with any other Shareholders (including the [REDACTED] Investors) of the Company.

CAPITALIZATION

The table below sets forth the shareholding structure of the Company as of the Latest Practicable Date and immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised):

Name	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED]	
	Number of Shares	Shareholding Percentage (%)	Number of H Shares	Shareholding Percentage (%)
Single largest group of Shareholders				
Mr. Peng	15,866,504	25.50	[REDACTED]	[REDACTED]
Jingze Zhongzhi	2,592,003	4.17	[REDACTED]	[REDACTED]
Jingze Zhongkang	1,530,448	2.46	[REDACTED]	[REDACTED]
Sub-total	19,988,955	32.13	[REDACTED]	[REDACTED]
Jingze Zhongjian.	2,216,788	3.56	[REDACTED]	[REDACTED]
Anhui Railway Fund	2,167,231	3.48	[REDACTED]	[REDACTED]
Hefei New Economy	952,835	1.53	[REDACTED]	[REDACTED]
Anhui Anhua	837,996	1.35	[REDACTED]	[REDACTED]
Hefei Industrial Investment	798,253	1.28	[REDACTED]	[REDACTED]
Hefei Shuangchuang	388,103	0.62	[REDACTED]	[REDACTED]

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Name	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED]	
	Number of Shares	Shareholding Percentage (%)	Number of H Shares	Shareholding Percentage (%)
Hefei Emerging Industry	317,860	0.51	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>5,462,278</i>	<i>8.78</i>	[REDACTED]	[REDACTED]
Xuzhou High Tech	2,910,775	4.68	[REDACTED]	[REDACTED]
Loucheng International Development	582,156	0.94	[REDACTED]	[REDACTED]
Loucheng Biology	582,156	0.94	[REDACTED]	[REDACTED]
Taicang Ninghui	291,078	0.47	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>4,366,165</i>	<i>7.02</i>	[REDACTED]	[REDACTED]
Chengdu Jiulian	2,187,166	3.52	[REDACTED]	[REDACTED]
Sichuan Science and Technology Achievements Transformation Fund	1,040,277	1.67	[REDACTED]	[REDACTED]
Xingkong Ruiheng	390,103	0.63	[REDACTED]	[REDACTED]
Sichuan Zhongshi	135,448	0.22	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>3,752,994</i>	<i>6.03</i>	[REDACTED]	[REDACTED]
Zhonghe Anke	1,969,250	3.17	[REDACTED]	[REDACTED]
Zhonghe AUTEK	803,353	1.29	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>2,772,603</i>	<i>4.46</i>	[REDACTED]	[REDACTED]
Chongqing Southern Investment . . .	1,271,451	2.04	[REDACTED]	[REDACTED]
TopoScend Venture Capital	1,040,277	1.67	[REDACTED]	[REDACTED]
Shenzhen Hi-Tech Investment	260,069	0.42	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>2,571,797</i>	<i>4.13</i>	[REDACTED]	[REDACTED]
<i>Yinglian SI</i>	–			
Xiamen Yinglian	2,182,463	3.51	[REDACTED]	[REDACTED]
Jiaxing Yinglian	334,731	0.54	[REDACTED]	[REDACTED]
Yingjia Investment	49,095	0.08	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>2,566,289</i>	<i>4.13</i>	[REDACTED]	[REDACTED]
Efung Shixin	780,208	1.25	[REDACTED]	[REDACTED]
Efung Phase IX	463,774	0.75	[REDACTED]	[REDACTED]
Efung Yi'an	179,498	0.29	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>1,423,480</i>	<i>2.29</i>	[REDACTED]	[REDACTED]
Longmaide Venture Capital	551,049	0.89	[REDACTED]	[REDACTED]
Qianshan Jingqian	523,939	0.84	[REDACTED]	[REDACTED]
<i>Sub-total</i>	<i>1,074,988</i>	<i>1.73</i>	[REDACTED]	[REDACTED]
Hainan Kangzhe	2,075,963	3.34	[REDACTED]	[REDACTED]
Yingchuang Taifu	1,514,184	2.43	[REDACTED]	[REDACTED]
Zhongke Haichuang	1,067,282	1.72	[REDACTED]	[REDACTED]
Tibet Renfu	924,685	1.49	[REDACTED]	[REDACTED]
Xiamen Red Horse	913,207	1.47	[REDACTED]	[REDACTED]
Hangzhou Tanhe	791,781	1.27	[REDACTED]	[REDACTED]
Mingcheng Zhihui	780,208	1.25	[REDACTED]	[REDACTED]
Hangzhou Tigermed	780,208	1.25	[REDACTED]	[REDACTED]
Hansi Botou	662,767	1.07	[REDACTED]	[REDACTED]
Hutong Investment	577,943	0.93	[REDACTED]	[REDACTED]
Zhongke Chuxin	577,929	0.93	[REDACTED]	[REDACTED]
Qianhai Zhaohuan	520,139	0.84	[REDACTED]	[REDACTED]
Hehao Investment	520,136	0.84	[REDACTED]	[REDACTED]

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Name	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED]	
	Number of Shares	Shareholding Percentage	Number of H Shares	Shareholding Percentage
		(%)		(%)
Jiaxing Youze	487,922	0.78	[REDACTED]	[REDACTED]
Taikun Investment.	485,129	0.78	[REDACTED]	[REDACTED]
Minghong Kefu	463,774	0.75	[REDACTED]	[REDACTED]
Kexun Lianshan	412,243	0.66	[REDACTED]	[REDACTED]
Shanghai Hongdi	401,677	0.65	[REDACTED]	[REDACTED]
Juming Venture Capital	388,103	0.62	[REDACTED]	[REDACTED]
Yangzhou Zhuyu	334,731	0.54	[REDACTED]	[REDACTED]
Taiyu Phase IV	291,078	0.47	[REDACTED]	[REDACTED]
Fuka Investment	288,964	0.46	[REDACTED]	[REDACTED]
HT Intelligent Technology	248,815	0.40	[REDACTED]	[REDACTED]
Nanjing King-Friend	194,052	0.31	[REDACTED]	[REDACTED]
Chengdu Minchen	158,262	0.25	[REDACTED]	[REDACTED]
Guangji Investment	154,281	0.25	[REDACTED]	[REDACTED]
Subtotal.	62,211,800	100.00	[REDACTED]	[REDACTED]
Other public Shareholders	—	—	[REDACTED]	[REDACTED]
Total	62,211,800	100.00	[REDACTED]	[REDACTED]

PUBLIC FLOAT AND FREE FLOAT

Satisfaction of the Public Float Requirement

[REDACTED] Shares held by the existing Shareholders will be converted into H Shares on a one-for-one basis following the completion of the [REDACTED]. Among which:

- (1) (a) [REDACTED] H Shares held by Mr. Peng, Jingze Zhongzhi and Jingze Zhongkang and (b) [REDACTED] H Shares held by Jingze Zhongjian, whose executive partner is Mr. Xu Yi, our Supervisor, will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules as such H Shares are being held or controlled by the core connected persons of the Company; and
- (2) [REDACTED] H Shares held by the remaining Shareholders will be counted towards the public float of the Company following the completion of the [REDACTED]. See “Share Capital — Conversion of Domestic Unlisted Shares into H Shares.”

Immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), the expected market capitalization of the Company’s Shares would be approximately HK\$[REDACTED] million, HK\$[REDACTED] million, and HK\$[REDACTED] million based on the low end (HK\$[REDACTED]), mid-point (HK\$[REDACTED]) and high end (HK\$[REDACTED]) of the [REDACTED] range, respectively. Under Rule 19A.13A(1), the minimum public float of the Company shall be 25.00%, based on the low end, mid-point and high end of the [REDACTED] range.

Immediately upon completion of the [REDACTED], assuming (i) [REDACTED] H Shares are issued and subscribed for by public Shareholders in the [REDACTED]; (ii) the conversion of [REDACTED] Domestic Unlisted Shares into H Shares; and (iii) the [REDACTED] is not exercised, the total number of H Shares of our Company held by the public is [REDACTED], representing approximately [REDACTED]% of the total number of issued Shares of our Company, which is more than 25% as proscribed under Rule 19A.13A(1) of the Listing Rules. Therefore, the Company will be able to meet the minimum public float requirement under Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules.

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Satisfaction of the Free Float Requirement

Pursuant to Rule 19A.13C(1) of the Listing Rules, there must be sufficient H shares that are held by the public and available for trading upon listing. Where an applicant is a PRC issuer with no other listed shares at the time of lis[REDACTED], this would normally mean that the portion of the H shares for which [REDACTED] is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of [REDACTED], must: (1) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of [REDACTED] (excluding treasury shares), with an expected market value at the time of [REDACTED] of not less than HK\$50,000,000; or (2) have an expected market value at the time of [REDACTED] of not less than HK\$600,000,000.

Pursuant to the applicable PRC law, within the 12 months following the [REDACTED], all current Shareholders are not allowed to dispose of any of the Shares held by them. As such, immediately following the completion of the [REDACTED], a total of [REDACTED] Shares, representing [REDACTED]% of our total share capital upon the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), will be subject to a lock-up period. The Company proposes to issue [REDACTED]% of the share capital as enlarged by the [REDACTED] (before any exercise of the [REDACTED]) in the [REDACTED]. The expected market value of our H shares in issue upon [REDACTED] that are held by the public and not subject to any disposal restrictions would be approximately HK\$[REDACTED], HK\$[REDACTED], and HK\$[REDACTED] based on the low end (HK\$[REDACTED]), mid-point (HK\$[REDACTED]) and high end (HK\$[REDACTED]) of the [REDACTED] range, respectively. In consideration that the market value of our H Shares in issue upon [REDACTED] that are held by the public and not subject to any disposal restrictions is expected to be not less than 10% of the total number of issued shares with an expected market value at the time of [REDACTED] of not less than HK\$50,000,000, we believe that there will be a free and open market for our H Shares immediately upon the completion of the [REDACTED] in compliance with the requirements under Rule 19A.13C of the Listing Rules.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Acquisition of Minority Interests in Chengdu Jingze

In March 2020, Chengdu Jiulian became a minority shareholder of Chengdu Jingze holding 20.10% equity interests by subscribing for the increased registered capital of Chengdu Jingze at a total consideration of RMB150 million. In November 2022, Chengdu Jiulian further subscribed for additional registered capital in Chengdu Jingze on a pro rata basis, at a consideration of RMB12,327,935, which was satisfied by way of a contribution of a land use right valued at RMB12,327,935. The consideration for Chengdu Jiulian's initial investment in Chengdu Jingze was settled in batches, with the final payment made on March 19, 2021, resulting in a total capital contribution of RMB130 million being duly paid. Chengdu Jiulian's outstanding capital contribution obligation of RMB20 million was subsequently offset against the consideration payable in connection with the Company's acquisition of equity interests in Chengdu Jingze in May 2024. The consideration for Chengdu Jiulian's second investment in Chengdu Jingze was fully settled on May 19, 2023, being the date on which the transfer procedures for the relevant land use rights were completed.

Pursuant to the relevant investment agreement, Chengdu Jiulian was also granted a redemption right exercisable after 60 months since its first payment of the cash consideration under the capital increase in April 2020. The redemption price is calculated based on (i) an agreed annualized investment return rate of 8%, or (ii) the then appraised value of Chengdu Jingze's equity interest, and should the actual annualised return rate, calculated based on the actual redemption price, be less than 8%, the Group and Mr. Peng shall pay the shortfall to Chengdu Jiulian. On May 22, 2024, with a view to streamline the Group's structure and to eliminate the redemption right at the level of Chengdu Jingze, the Company acquired all such interests in Chengdu Jingze held by Chengdu Jiulian at a total consideration of RMB225,421,000. The consideration was determined based on arm's length negotiation between the parties with reference to the valuation of Chengdu Jingze as of November 30, 2023, and 50% of which shall be settled through the issuance of 1,344,785 Shares of the Company to Chengdu Jiulian under the Series C+ Financing; and the rest of such consideration shall be paid by the Company in cash and in instalments, bearing an agreed annual interest rate of 8%, which was subsequently recognized as a loan from a shareholder (the “**Jiulian Loan**”). The equity transfer has been properly filed with the relevant authorities, and Chengdu Jingze has become a wholly-owned subsidiary of the Company.

HISTORY AND DEVELOPMENT

Pursuant to the agreement entered into among Chengdu Jiulian, Chengdu Jingze and the Company, the Jiulian Loan is repayable in instalments over a five-year period commencing from the first anniversary of the date on the completion of industrial and commercial change registration of aforesaid equity transfer or the Company was recorded as the sole shareholder in the register of shareholders of Chengdu Jingze, and is secured by mortgages over certain land use rights, buildings, machinery and equipment of the Group. In accordance with the agreed repayment schedule, the Company is expected to repay approximately RMB9.0 million, RMB9.0 million, RMB25.0 million, RMB49.7 million and RMB59.0 million in 2025, 2026, 2027, 2028 and 2029, respectively. The Company confirms that (i) the Jiulian Loan is not convertible into equity and does not contain any conversion rights or other equity-linked features; (ii) it has no intention to capitalise the Jiulian Loan or to settle the Jiulian Loan through the issuance of Shares or other equity-linked instruments; and (iii) it does not intend to apply any [REDACTED] from the [REDACTED] towards repayment of the Jiulian Loan. As of the Latest Practicable Date, the security registration procedures in respect of the pledged assets had been completed. Subject to repayment being made in accordance with the agreed schedule, the Company expects to discharge the relevant security interests in full upon final repayment of the Jiulian Loan in 2029.

The annual interest rate of 8% applicable to the Jiulian Loan was determined on an arm's length basis following negotiations between the parties. The Directors are of the view that such interest rate is fair and reasonable, having regard to the following factors: (a) the existence of the original investment agreement between Chengdu Jiulian and Chengdu Jingze entered into in March 2020, pursuant to which Chengdu Jiulian was granted a redemption right as part of the terms of its original equity investment in Chengdu Jingze with an agreed annualised investment return rate stipulated thereunder; (b) the size and duration of Chengdu Jiulian's investments in the Group and the commercial expectations reasonably arising therefrom; and (c) the absence of viable commercial bank financing alternatives, having regard to the size, tenor and purpose of the funding required to settle the Jiulian Loan, as well as the general restrictions imposed by commercial banks on the application of loan proceeds towards the repayment of existing debt obligations. The Directors further confirm that, other than the redemption right granted to Chengdu Jiulian described above, which was eliminated in May 2024, Chengdu Jiulian had not received any special rights that are not available to other [REDACTED] Investors.

Based on the above, the Directors are of the view, and the Joint Sponsors concur, that the Jiulian Loan and the related security arrangements were entered into on normal commercial terms and do not constitute any preferential treatment granted to Chengdu Jiulian as a [REDACTED] Investor.

As Chengdu Jingze owns and operates the major production base of the Company, acquiring the minority interest in Chengdu Jingze facilitates the Company's uniform control and management of such production base. As Chengdu Jiulian has become a [REDACTED] Investor, the acquisition does not compromise the strategic benefits that Chengdu Jiulian brings to the Group.

The acquisition of minority interests in Chengdu Jingze has been properly and legally completed and any necessary approvals from the relevant authorities have been obtained as at the Latest Practicable Date.

Save as disclosed above, the Company had not carried out any major acquisitions during the Track Record Period and up to the Latest Practicable Date pursuant to Rule 4.05A of the Listing Rules.

PREVIOUS LISTING ATTEMPT

Proposed A-Share Listing

In 2021, the Company planned to apply for listing on the SSE Star Market (the “**Proposed A-Share Listing**”). In preparation for the Proposed A-Share Listing, China International Capital Corporation Limited (中國國際金融股份有限公司) (“CICC”) was engaged by the Company to provide tutoring and preliminary compliance advice with regards to the requirements of the CSRC. In January 2023, the Company started to attend a pre-listing tutorial (上市輔導). During the pre-listing tutorial, updates were made to the Anhui Regulatory Bureau of CSRC (中國證券監督管理委員會安徽監管局) from time to time in respect of the progress of the preliminary guidance and tutoring services provided by CICC in accordance with the relevant CSRC's guidelines on the

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Company’s major operational and financial condition, corporate governance and internal control measures. The pre-listing tutoring has not been completed and still been on-going as of the Latest Practicable Date. The pre-listing tutorial did not constitute a listing application with the CSRC or the SSE Star Market and there was no proposed timetable for the Proposed A-Share Listing. The Group may conduct an offering and listing of A shares at an appropriate time subject to compliance with the relevant requirements under the Listing Rules after the [REDACTED]. As of the Latest Practicable Date, the Group had not determined the timetable, the offering size nor the listing venue of the potential A share listing. There is no assurance that the Group will pursue an A share listing in the future.

However, in consideration of the reasons as set out in “— Reasons for Seeking [REDACTED] on the Stock Exchange” below, the active fundraising activities within the biotechnology sector on the Stock Exchange, and the uncertain listing timetable in the SSE Star Market, the Group decided to focus its resources on the [REDACTED] on the Stock Exchange and did not proceed with the Proposed A-Share Listing.

To the best of their knowledge, the Directors confirm that they are not aware of (i) any matters relating to the Proposed A-Share Listing that may have material adverse implications on the Group’s suitability for [REDACTED] on the Stock Exchange; or (ii) any other matters that need to be brought to the attention of the Stock Exchange, the Shareholders or the potential investors in relation to the Proposed A-Share Listing. The Directors also confirm that (i) no formal listing application was filed in relation to the Proposed A-Share Listing as of the Latest Practicable Date, and (ii) during the preparation for the Proposed A-Share Listing, the Company did not encounter any disagreements with the relevant professional parties nor the CSRC.

Based on the independent due diligence work conducted by the Joint Sponsors and the information and representation given to the Joint Sponsors, nothing has come to the Joint Sponsors’ attention that would reasonably cause them to disagree with the Directors’ view above.

Reasons for Seeking [REDACTED] on the Stock Exchange

The Directors believe that the [REDACTED] will be in the interest of the Group’s business development strategies, and would be beneficial to the Company and its Shareholders as a whole for, among others, the following reasons:

- (i) the Stock Exchange, as a leading player of the international financial markets, could offer the Company a direct access to the international capital markets, enhance its fundraising capabilities and broaden its fundraising channels and its Shareholders base as well as strengthen its corporate governance;
- (ii) the [REDACTED] would give the Company a better platform to further develop its business; and
- (iii) the [REDACTED] will raise the Company’s brand awareness, business profile and thus, enhance its corporate image to attract customers, business partners and strategic investors as well as to recruit, motivate and retain key management personnel for the Group’s business.

Taking into account, among others, the aforementioned factors and the long-term business development strategies of the Group, the Directors consider the Stock Exchange to be a more suitable venue to access international equity markets, and the [REDACTED] will be in the best interests of the Company and its Shareholders as a whole.

HISTORY AND DEVELOPMENT

OUR SUBSIDIARIES

Shanghai Jingze

Shanghai Jingze was incorporated in the PRC on May 23, 2014. As of the Latest Practicable Date, Shanghai Jingze is a wholly-owned subsidiary of the Company. It is our research and development center, primarily engaging in research and development of pharmaceutical products.

Chengdu Jingze

Chengdu Jingze was incorporated in the PRC on September 7, 2017. As of the Latest Practicable Date, Chengdu Jingze is a wholly-owned subsidiary of the Company. It is our core production and research and development base, primarily engaged in manufacturing and research and development of our pharmaceutical products.

Suzhou Jingze

Suzhou Jingze was incorporated in the PRC on April 3, 2023. As of the Latest Practicable Date, Suzhou Jingze is a wholly-owned subsidiary of the Company. It is our research and development platform.

Jiangsu Jingze

Jiangsu Jingze was incorporated in the PRC on December 15, 2023. As of the Latest Practicable Date, Jiangsu Jingze is a wholly-owned subsidiary of the Company. It's our production base.

Guangdong Jingze

Guangdong Jingze was incorporated in the PRC on December 19, 2025. As of the Latest Practicable Date, Guangdong Jingze is a wholly-owned subsidiary of the Company. It's our newly-established R&D and production platform for veterinary drugs.

Jingze Ruihe

Jingze Ruihe was incorporated in the PRC on December 17, 2025. As of the Latest Practicable Date, Jingze Ruihe is a wholly-owned subsidiary of the Company. It's our newly-established research and development platform.

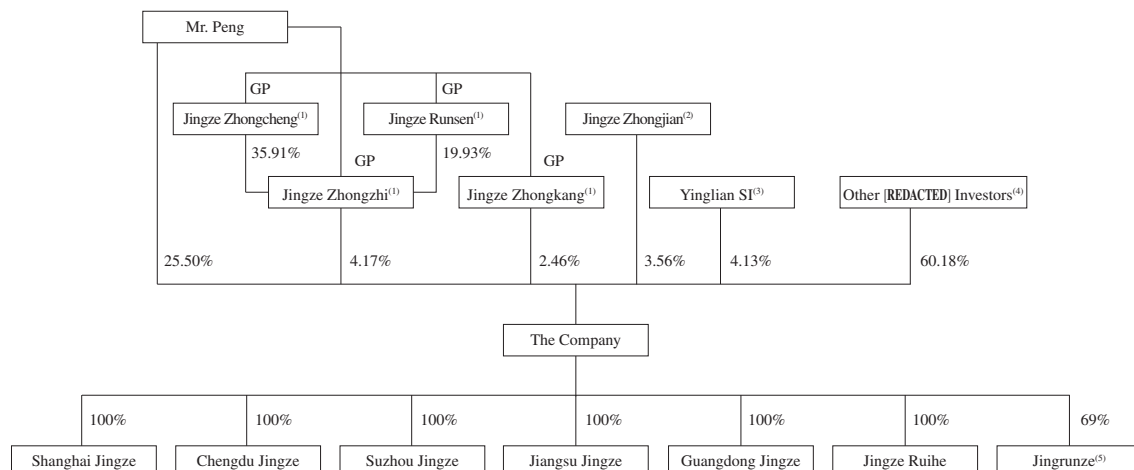
Jingrunze

Jingrunze was incorporated in the PRC on May 17, 2021. As of the Latest Practicable Date, Jingrunze is controlled by the Company. It is our research and development platform.

HISTORY AND DEVELOPMENT

CORPORATE STRUCTURE OF THE COMPANY

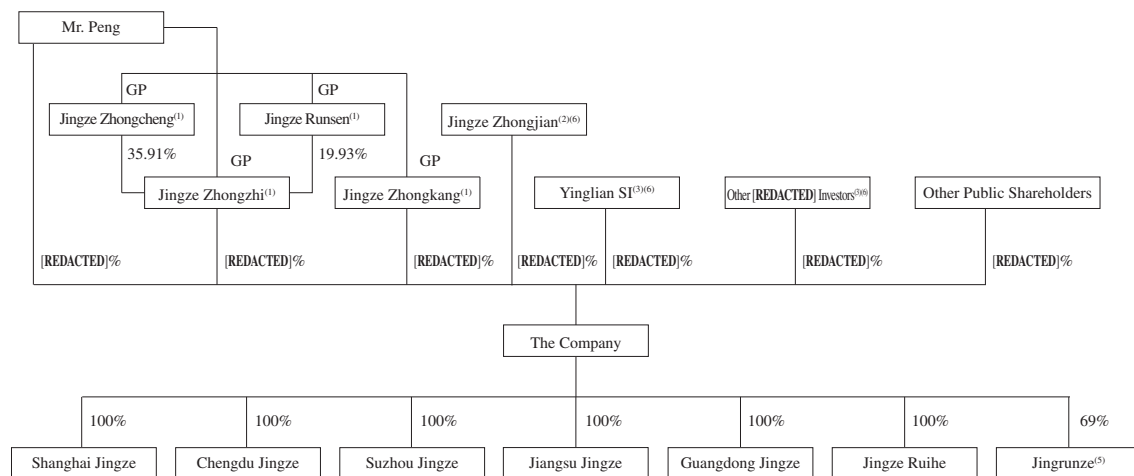
Corporate Structure Immediately prior to the [REDACTED]



Notes:

- (1) Jingze Zhongcheng is a shareholding platform of the Group for our current employees. Jingze Zhongzhi, Jingze Zhongkang and Jingze Runsen are shareholding platforms for employees as well as consultants of the Group. See “Appendix VII — Statutory and General Information — [REDACTED] Share Incentive Schemes” for details of the partnership interests of each of Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen.
- (2) The executive partner of Jingze Zhongjian is Mr. Xu Yi, our Supervisor.
- (3) Yinglian SI, including Xiamen Yinglian, Jiaying Yinglian and Yingjia Investment, is our sophisticated investors.
- (4) See “— Establishment and Development of the Group” for information on the [REDACTED] Investors and their respective shareholding.
- (5) The remaining 31% shareholding of Jingrunze is held by (a) Chengdu Tengdashu Nanobiotechnology Co., Ltd. (成都騰達樹納米生物科技有限公司), which is ultimately controlled by Lin Yunfeng, as to 18.9963%; (b) Luo Delun as to 6%; (c) Tao Ming as to 4.5537%; (d) Huang Zhiyan as to 1.2%; and (e) Tian Taoran as to 0.25%. All of the remaining shareholders of Jingrunze are Independent Third Parties.

Corporate Structure Immediately Following the [REDACTED] (Assuming [REDACTED] is not Exercised)



HISTORY AND DEVELOPMENT

Notes:

See notes (1) to (5) to the Corporate Structure Immediately prior to the [REDACTED].

- (6) The existing Shareholders have applied to convert [REDACTED] Domestic Unlisted Shares in aggregate held by them into H Shares upon [REDACTED], representing approximately [REDACTED]% of the enlarged issued share capital of the Company (assuming [REDACTED] is not exercised). Other than (a) Mr. Peng, Jingze Zhongzhi and Jingze Zhongkang, and (b) Jingze Zhongjian, whose executive partner is Mr. Xu Yi, our Supervisor, as each of the remaining existing Shareholders will hold less than 10% of the Shares of the Company upon [REDACTED] and is not accustomed to take instructions from core connected persons in relation to the acquisition, disposal, voting or other disposition of their Shares and their acquisition of Shares were not financed directly or indirectly by core connected persons, they will not be the core connected persons of the Company upon [REDACTED], and the H Shares held by them will be counted towards the public float for the purpose of Rules 8.08 and 18A.07 of the Listing Rules after the [REDACTED]. See “Share Capital — Conversion of Domestic Unlisted Shares into H Shares.”

INDUSTRY OVERVIEW

Certain information and statistics set out in this section have been extracted from various official government publications, market data providers and a report commissioned by us and prepared by an independent third party, Frost & Sullivan. The information from official government sources has not been independently verified by us, the Joint Sponsors, [REDACTED] or any of their respective directors, officers, employees, advisers or agents or any other parties involved in the [REDACTED].

THE ASSISTED REPRODUCTIVE DRUG MARKET

The assisted reproductive drugs are for the treatment of human infertility and mainly include ovulation-stimulating drugs, ovulation-inducing drugs, luteal support drugs and down-regulating drugs for women’s reproductive health and pregnancy, as well as drugs for treatment of male symptoms, such as oligospermia. The market is poised for robust growth as demand increases.

Infertility and Treatments

Infertility is the inability to conceive after one year of regular, unprotected intercourse and can be attributed to female, male, or other factors. Female infertility primarily stems from fallopian tube diseases (such as pelvic infections or endometriosis) that can cause blockages, and ovulation disorders resulting from hormonal imbalances or uterine abnormalities. Male infertility is typically caused by abnormal semen transport due to structural blockages or sexual dysfunction, and abnormal sperm production linked to endocrine diseases or viral infections. Other contributing factors can include autoimmune issues, lifestyle choices (such as smoking and drinking), environmental exposures, and medical history involving certain drugs.

Prevalence of infertility

In 2025, there were 60.7 million infertile couples of reproductive ages in China, increased from 56.1 million in 2019 with a CAGR of 1.3%, which number is expected to increase to 68.8 million in 2030 with a CAGR of 2.5% from 2026 to 2030.

Forecast basis and assumptions

According to Frost & Sullivan, the analysis above is based on the following assumptions: (i) later marriage and childbirth: continued delays increase the share of advanced-age women, raising infertility prevalence; (ii) health and environmental factors: rising diabetes, PCOS, obesity, excessive stress and pollution are expected to worsen reproductive health, including male factors such as declining sperm quality; and (iii) awareness and access: higher awareness and wider availability of services are expected to increase adoption of IVF/ART and drive more couples to seek diagnosis and intervention.

In the field of infertility, there are challenges in estimating the number and proportion of patients suitable for each treatment option because (i) infertility does not have clearly defined and standardized sequential treatment pathways. Clinical guidelines are largely advised, rather than prescriptive therapies, and patients have broad flexibility to choose among lifestyle modifications, pharmacological treatments, ovulation induction, intrauterine insemination and in vitro fertilization. They may also switch between different options in a non-linear manner especially because rhFSH is frequently used in combination with LH and GnRH agonist/antagonist protocols within a COS cycle. Patients may receive several agents in the same cycle and may step up or down across “lines,” so patient sets overlap and cannot be cleanly isolated by line. As a result, it is difficult to classify patients into specific treatment categories based on any unified sequence of care; (ii) whether a patient ultimately opts for a particular treatment is influenced by multiple non-medical factors, including financial affordability, sensitivity to treatment costs, family reproductive planning, personal and family fertility intentions, age-related fertility concerns, cultural considerations and the level of acceptance of assisted reproductive technologies. These factors can produce significant discrepancies between patients who are medically suitable for a given therapy and those who actually pursue that treatment pathway. For these reasons, the field lacks a stable, standardized and comparable model for estimating the applicable patient population and corresponding proportions.

INDUSTRY OVERVIEW

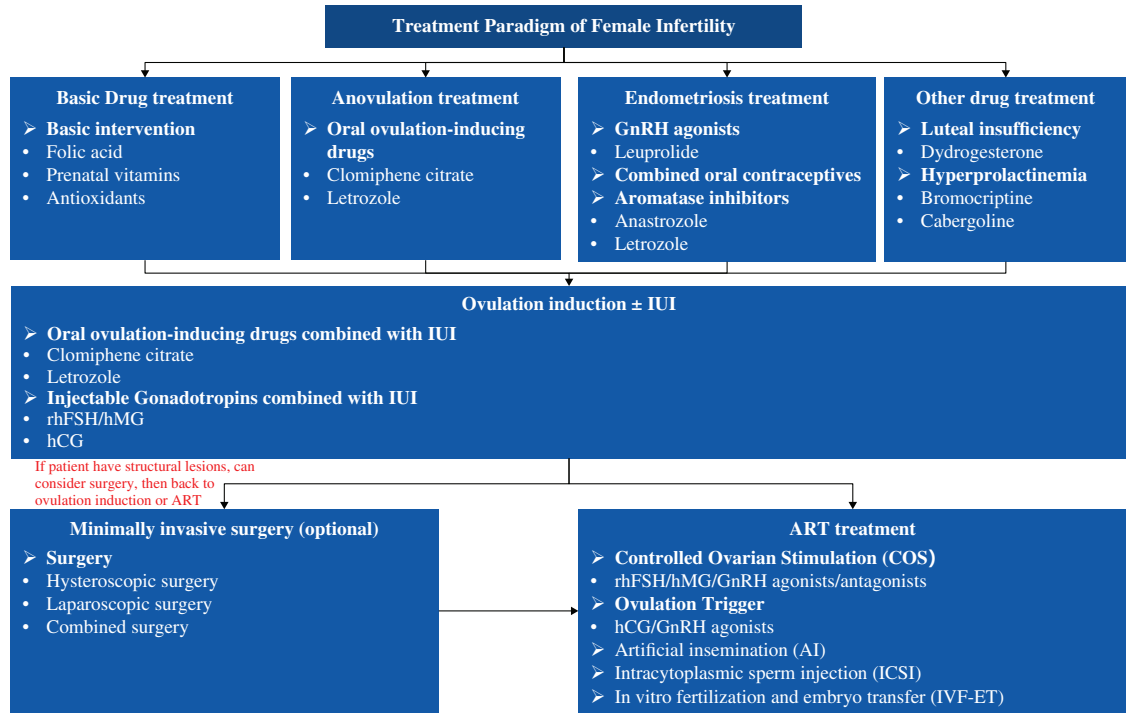
Treatment options

Infertility can be treated with medications, surgery and assisted reproductive technology (ART). Details are as follows: (i) *Medications*. Assisted reproductive drugs mainly include down-regulation drugs, ovulation-induction drugs and luteal support drugs for female symptoms, and drugs for male symptoms, such as oligospermia. Solving ovulation problems is the main focus of assisted reproductive drugs; (ii) *Surgery*. Abnormalities of the female reproductive system, such as endometriosis and Tubal Occlusion, can be treated with surgery. Laparoscopic surgery is a common type of surgery. In male patients, surgical treatments include varicocelectomy, vasectomy reversal, and epididymal vasostomy; (iii) *ART*. ART treatments include artificial insemination, in vitro fertilization and embryo transfer. In vitro fertilization and embryo transfer involve surgically removing eggs from a woman’s ovaries, combining the eggs with sperm in the laboratory, and then transplanting the fertilized eggs into the uterus of the woman to be pregnant for the purpose of assisted reproduction. Assisted reproductive drugs are often used in ART procedures.

Treatment pathway for female infertility

Based on the latest domestic clinical guidelines, management of female infertility follows a stepwise pathway from oral ovulation induction with or without ($\pm$) intrauterine insemination (IUI), to injectable gonadotropins $\pm$ IUI, and then to ART, where appropriate. The following figure sets out this pathway, the proportion and number of patients clinically eligible for each line of therapy in China, and highlights the segments involving rhFSH.

Treatment Pathway for Female Infertility in China



Notes:

- (1) The pathway reflects recent Chinese clinical guidance and expert consensus on infertility management. See Source below for citations.
- (2) “Eligibility” refers to guideline-defined clinical suitability and does not represent actual utilisation.
- (3) “rhFSH-addressable” denotes clinical settings where rhFSH may be used; any product use remains subject to regulatory approval and clinical judgement.

Source: Literature review, Clinical Practice Guideline for the Prevention and Treatment of Infertility in the Reproductive-Age Population (2024), Expert Consensus on Diagnostic and Therapeutic Pathways for PCOS, Chinese Expert Consensus on the Diagnosis and Management of Unexplained Infertility, Frost & Sullivan analysis

INDUSTRY OVERVIEW

Assisted reproductive drugs

Assisted reproductive drugs for female symptoms target female reproductive hormone cycle and are mainly divided into (i) down-regulation for follicular phase, (ii) ovulation induction and stimulation for ovulation phase and (iii) luteal support drugs for luteal phase. Among them, ovulation stimulation drugs have the mechanism of controlling ovarian stimulation and promoting multi-follicular development, and constitute one of the most commonly used classes of assisted reproductive drugs in clinical practice.

Overview of FSH

FSH is one of the most important categories of assisted reproductive drugs. Natural FSH is a gonadotropin synthesized and secreted by the pituitarium. It promotes the development and maturation of follicles in women and promotes the maturation and spermatogenesis of testicular seminiferous tubules in men.

Similar to natural FSH, FSH drugs act on FSH receptors (FSHR) on target cells and bind to the G-protein-coupled transmembrane FSHR expressed on target cells, activating different signaling pathways and triggering different mechanisms of action based on specific physiological sex, development and environment. FSH drugs have different mechanisms in male and female groups. In women, the main role of FSH drugs is to regulate ovarian folliculogenesis and steroid hormone production. In men, FSH drugs play a role in regulating the maturation of testicular sertoli cells and sperm production.

FSH drugs can be categorized into urinary follicle-stimulating hormone (uFSH) drugs and rhFSH drugs based on their sources. Clinical data have shown rhFSH is more clinically effective than uFSH, because (i) rhFSH has high biological activity, which can improve embryo quality, gather more follicles and increase pregnancy rate, (ii) rhFSH can collect oocytes and obtain embryos at a lower total dose in a shorter treatment time and (iii) during the frozen-thawed embryo transfer treatment cycle, the clinical pregnancy rate of rhFSH cycle treatment is higher than that of uFSH cycle treatment. The following table summarizes the main differences between rhFSH and uFSH.

	rhFSH	uFSH
Source	Produced by introducing the genes of human FSH alpha and beta subunits into Chinese hamster ovary cells through genetic engineering technology	Extracted from gonadotropin hormones (hMG, including FSH) and LH in the urine of menopausal women
Preparation	- There are currently seven rhFSH preparations with slightly different compositions on the market - Human FSH alfa and beta are both obtained from cell culture supernatants through ultrafiltration, but are prepared through different chromatographic purification	- Use protein purification technology to remove LH and urine protein, and extract FSH. However, very small amounts of LH and urine protein will still be collected and lyophilized - According to the degree of purification, it is divided into FSH-P and FSH-HP preparations
Purity	>99%	FSH-P preparation>95%, FSH-HP>99%
Acceptance	Higher, less pain in injection site, high drug purity	Lower, injection is painful; sources are different, batch quality varies greatly; urine donor safety risk is high

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Currently, from the perspective of dosage form, there are two main types of rhFSH on the market: rhFSH freeze-dried powder and water injection. The two types of dosage forms have similar therapeutic effectiveness and safety, but there are differences in clinical use, price, duration of efficacy, etc., allowing doctors to prescribe based on factors such as disease progression and financial ability of different patients. The freeze-dried powder drug needs to be dissolved into a solution and then injected for administration under the supervision of medical staff. For water injection, patients can inject themselves using recombinant human follicle stimulating hormone injection pen.

Main indications for rhFSH

The NMPA approved rhFSH for the treatment of patients with three types of infertility symptoms to stimulate either egg production or egg maturation: (i) adult female patients who do not ovulate and do not respond to clomiphene treatment, (ii) adult female patients who receive ovulation induction treatment through ART and (iii) adult female patients with severe LH and FSH deficiency. Internationally, the FDA and EMA have also approved rhFSH for use in male patients with hypogonadotropic hypogonadism. Clinical data have shown that rhFSH is 84% effective in treating female infertility symptoms, where rhFSH has a more consistent efficacy compared to human FSH in stimulating ovaries, and 63% effective in treating male infertility symptoms. The following table summarizes rhFSH’s main indications and treatment options.

	Indications and Treatment Options	Approval Authority
Adult women	• Induction of ovulation and pregnancy in anovulatory infertile women with functional infertility (excluding primary ovarian insufficiency)	FDA & EMA & NMPA
	• rhFSH is used alone to stimulate the ovaries to produce multiple eggs at once	
	• Development of multiple follicles in ovulatory infertile women as part of ART cycles	FDA & EMA & NMPA
	• rhFSH is used alone to stimulate the ovaries to produce multiple eggs at once	
	• Severe lack of LH and FSH	EMA & NMPA
	• rhFSH is used with the drug LH to stimulate egg maturation in the ovaries	
Adult male	• Induction of spermatogenesis in infertile men with primary and secondary hypogonadotropic hypogonadism for whom the cause of infertility is not due to primary testicular failure	EMA & FDA
	• Combined treatment with rhFSH and hCG can effectively stimulate sperm production	

Manufacturing process for rhFSH

rhFSH uses gene recombination technology to clone the human FSH gene into the genome of Chinese hamster ovary cells (CHO) and express it. After a series of cell expansion, separation and purification, quality inspection and other processes, the finished product of rhFSH is produced. Compared with uFSH, the production technical barriers of rhFSH are higher, and the production process of rhFSH is more stable, resulting in higher purity and uniform quality. Key production processes for rhFSH include (i) selecting appropriate and optimal target genes, vectors, cell lines and cell cultures to obtain rhFSH with high biological activity and purity; (ii) using an efficient and stable protein purification process to improve the rhFSH recovery rate and filter out high-purity and

INDUSTRY OVERVIEW

highly active raw solutions; and (iii) conducting quality inspection tests, which mainly include biological activity, purity, exogenous DNA residues, bacterial endotoxin monitoring. The comprehensive quality inspection process can ensure uniform product quality, thereby reducing drug side effects and ensuring high safety of finished drug products.

Market Opportunities

Market size of assisted reproductive drugs in China

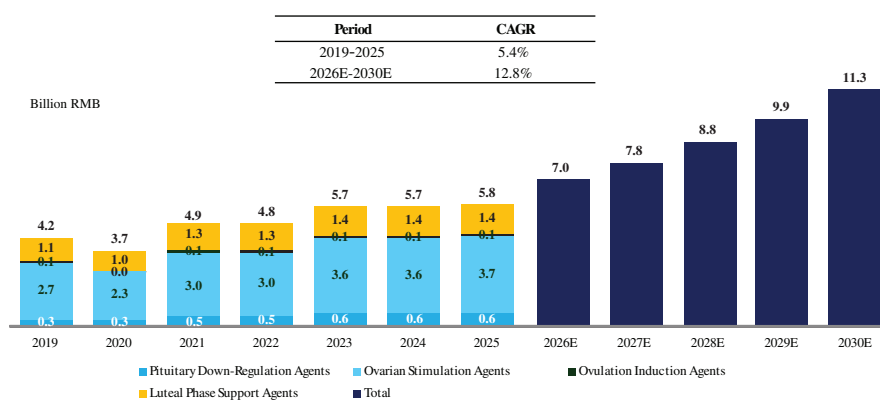
China’s assisted reproductive drug market size increased from RMB4.2 billion in 2019 to RMB5.8 billion in 2025 with a CAGR of 5.4%. It is expected to continue to increase with a CAGR of 12.8% from 2026 to 2030, reaching RMB11.3 billion in 2030.

Forecast basis and assumptions

According to Frost & Sullivan, the analysis above is based on the following assumptions: (i) expanding patient pool: delayed marriage/childbirth and more reproductive health issues are expected to increase the number of infertile couples, lifting demand for drugs; (ii) ART adoption: progressive increases in IVF/ART adoption in hospitals and fertility centers are expected to expand the treated population; (iii) affordability and coverage: broader insurance coverage and improved ability to pay are expected to lower economic barriers and raise utilization; (iv) policy and awareness: two-child/three-child policies and rising awareness are expected to release latent demand; (v) product innovation: approvals of safer, more effective and more personalized regimens are expected to enhance market attractiveness.

This market comprises several key segments, including ovarian stimulation agents, luteal phase support agents, pituitary down-regulation agents and ovulation induction agents. Among these, the ovarian stimulation agents segment is the largest. In 2025, the market size of ovarian stimulation agents reached RMB3.7 billion, accounting for approximately 63.8% of the total assisted reproductive drug market in China. The following diagram illustrates the market size of the assisted reproductive drug market in China, broken down by its key segments, from 2019 to 2030.

Assisted Reproductive Drug Market in China, 2019-2030E



Source: Annual Reports of Listed Companies, Expert Interview, Frost & Sullivan Analysis

Market size of FSH drugs in China

FSH drug market is composed of two segments, rhFSH and uFSH. China’s FSH drug market increased from RMB2.4 billion in 2019 to RMB3.3 billion in 2025 with a CAGR of 5.5%. It is expected to continue to increase to RMB7.2 billion in 2030 with a CAGR of 15.6% from 2026 to 2030.

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China’s rhFSH drug market reached RMB2.5 billion in 2025 with a CAGR of 6.8% from 2019 to 2025. It is expected to continue to increase to RMB6.1 billion in 2030 with a CAGR of 19.2% from 2026 to 2030, outpacing the growth rate of uFSH and taking more market share.

Forecast basis and assumptions

According to Frost & Sullivan, the analysis above is based on the following assumptions: (i) volume growth: increased IVF/ART adoption is expected to raise ovulation-induction and COS treatment volumes, expanding FSH use; (ii) reimbursement and import substitution: future inclusion of FSH drugs in medical insurance and approvals of more domestic products are expected to lower costs and promote utilization; (iii) long-acting and convenience: approvals of effective, safe and long-acting FSH options are expected to improve adherence and support growth.

The market size of oligospermia in China

Clinical trials evaluating rhFSH in infertility indications are ongoing. Notably, there is active domestic and international focus on multiple clinical studies investigating the role and mechanisms of rhFSH in the treatment of male infertility, including patients with oligospermia. Oligospermia, also known as low sperm count, is a condition in which a man has fewer sperm cells in his semen than normal and would lead to reduced fertility. In 2025, the number of patients with oligospermia in China was 95.9 million, growing from 92.6 million in 2019 with a CAGR of 0.6%. It is estimated that by 2030, the number of patients with oligospermia in China will reach 100.2 million, with a CAGR of 0.9% from 2026 to 2030.

The market size of idiopathic hypogonadotropic hypogonadism drugs in China

In 2025, the number of patients with idiopathic hypogonadotropic hypogonadism in China was 155.1 thousand, with a CAGR of 1.7% from 2019 to 2025. It is estimated that by 2030, the number of patients with idiopathic hypogonadotropic hypogonadism in China will reach 164.3 thousand, with a CAGR of 1.2% from 2026 to 2030. The size of idiopathic hypogonadotropic hypogonadism drugs market in China was RMB0.2 billion in 2025, with a CAGR of 12.9% from 2019 to 2025. It is expected to grow to RMB0.4 billion in 2030, with a CAGR of 8.2% from 2026 to 2030.

Growth drivers for China’s assisted reproductive drug market

The assisted reproductive drug market is expected to be driven by (i) rising infertility rates in both men and women due to factors like delayed childbearing and lifestyle changes, which increases the fundamental demand for treatment; (ii) favorable government policies aimed at including ART services in health insurance, which, combined with growing public acceptance and rising incomes, improves affordability and boosts demand for clinically preferred modern drugs like rhFSH. The increased use of ART can in turn drive growth for FSH because controlled ovarian stimulation is a core component of almost all ART cycles and relies heavily on exogenous FSH to induce multifollicular development. Within gonadotropins, rhFSH is expected to gain share from urinary FSH. It has higher purity, superior batch-to-batch consistency, and more predictable pharmacokinetics, enabling more precise dosing and improved cycle management in ART settings, which bring clinical and operational advantages and make rhFSH the preferred option in modern IVF protocols. In addition, import substitution, process optimization and multi-specification offerings, longer-acting regimens and potential indication expansion (e.g. male hypogonadotropic hypogonadism) may further support uptake. Therefore, policy-driven expansion of ART access, combined with rising patient affordability and growing preference for safer, more reliable therapies, is expected to disproportionately accelerate demand for rhFSH; For example, China’s 2024 Several Measures to Accelerate the Improvement of the Fertility Support Policy System explicitly enhances ART access by encouraging eligible localities to include appropriate ART procedures and childbirth-related services in public medical insurance. The policy is complemented by broader birth-support measures such as improved maternity care, childcare services, and workplace protections, which together reduce financial burden and practical barriers for individuals seeking ART and (iii) the continued expansion of licensed assisted reproductive facilities across China, which increases service capacity and drives higher demand for the medications used in ART treatments.

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Competitive Landscape of rhFSH Drugs in China

There were nine rhFSH injection marketed in China as of the Latest Practicable Date, including the reference drug (GONAL-F®) by Merck, further details of which are set forth below.

Marketed Recombinant Human Follicle Stimulating Hormone (rhFSH) in China

Drug name	Generic name	Company	Drug type	First approval date	Indications
泽盼喜®	Recombinant Human Folliotropin for Injection	Jingze	Biosimilar	2025/04/30	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART); - For patients with severe LH and FSH deficiency
丽优宝®	Recombinant Human Folliotropin Alfa Solution for Injection	Livzon	Biosimilar	2026/05/27	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART); - For patients with severe LH and FSH deficiency
康诺冠®	Recombinant Human Folliotropin Alfa Solution for Injection	Alphamab Oncology	Biosimilar	2025/11/25	Used in combination with gonadotropin-releasing hormone antagonists for controlled ovarian stimulation to promote the development of multiple follicles
Rekovelie®	Human Folliotropin delta injection	Ferring	New drug	2024/04/30	Controlled ovarian stimulation for the development of multiple follicles in women undergoing assisted reproductive technologies (ART)
Anxinbao®	Recombinant Human Folliotropin for Injection	Qilu	Biosimilar	2021/12/14	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART); - For patients with severe LH and FSH deficiency
Follitrope®	Recombinant Human Folliotropin Prefilled Syringe	LG Chem	Biosimilar	2021/04/07	For patients undergoing superovulation or Assisted Reproductive Technology (ART);
Jinsaiheng®	Recombinant Human Folliotropin for Injection	GeneScience	Biosimilar	2015/05/27	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART);
PUREGON®	Recombinant Folliotropin Beta Injection	Organon	New drug	2005/10/28	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART);
GONAL-f®	Recombinant Human Folliotropin Injection	Merck	New drug (Reference drug)	2000/04/26	- Women who do not ovulate and do not respond to clomiphene treatment; - For patients undergoing superovulation or Assisted Reproductive Technology (ART); - For patients with severe LH and FSH deficiency.

Notes:

- (1) As of the Latest Practicable Date
- (2) NRDL: As of the Latest Practicable Date, none of the marketed rhFSH products in China were included in the National Reimbursement Drug List (NRDL).
- (3) Exclusivity (China): No current regulatory exclusivity has been disclosed for marketed rhFSH products in China. Patents relating to GONAL-f® did not enter China (see “Business — Our Drug Candidates — Our Assisted Reproductive Drug Candidates — Our Core Product: JZB30 (a biosimilar to Gonadotropin-releasing hormone (GnRH) agonist) — Background of reference drugs”).
- Source: NMPA, Frost & Sullivan analysis

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Our Core Product JZB30 (rhFSH, lyophilised) is approved in China for: (i) anovulatory women unresponsive to clomiphene; (ii) COS as part of ART (e.g. IVF/ICSI); and (iii) severe LH and FSH deficiency in adult women. For these indications, according to the Frost & Sullivan analysis, NMPA-approved comparators include: (i) anovulatory women unresponsive to clomiphene: GONAL-f®, PUREGON®, Jinsaiheng®, Anxinbao®, Follitrope®, 麗優寶®, and urofollitropin products (e.g. Fostimon®, 麗申寶®); (ii) COS: GONAL-f®, 康諾冠®, PUREGON®, Rekovelle®, Jinsaiheng®, Anxinbao®, Follitrope®, MENOPUR® (menotropin), Fostimon®, 麗優寶®, and 麗申寶® (urofollitropin); (iii) severe LH and FSH deficiency (adult women): GONAL-f®, 麗優寶®, and Pergoveris®, Anxinbao®.

As of the Latest Practicable Date, there were two short-acting clinical-stage rhFSH candidates in China (two of which have entered the registration application stage) and further details of which are set forth below.

		Drug name	Drug category	Original drug	Generic name	Company	Indication	Stage	First posted date
rhFSH	1	JZB33	Biosimilars	Follitropin alfa	rhFSH injection	Jingze	• Women who do not ovulate and do not respond to clomiphene treatment; • For patients undergoing superovulation or Assisted Reproductive Technology (ART); • For patients with severe LH and FSH deficiency	NDA	2025/06/27
	2	QL-1012D	Biosimilars	Follitropin alfa	rhFSH injection	Qilu	• Women who do not ovulate and do not respond to clomiphene treatment; • For patients undergoing superovulation or Assisted Reproductive Technology (ART); • For patients with severe LH and FSH deficiency	NDA	2026/06/25

Source: CDE, Frost & Sullivan analysis

According to Frost & Sullivan, given JZB30’s targeted commercialization in January 2027 several domestic short-acting rhFSH biosimilars that are currently at or near the NDA/registration stage could obtain approval and enter the market by that time, subject to regulatory approvals. Therefore, the competitive landscape at launch may include both JZB30 marketed brands and newly approved domestic biosimilars.

Additionally, according to Frost & Sullivan, as of the Latest Practicable Date, no drug had been approved in China for the treatment of hypogonadotropic hypogonadism, and two drug candidates in China were under clinical stage. Outside China, the hypogonadotropic hypogonadism indication of GONAL-f® is approved in the United States and the European Union.

Competitive Landscape of Idiopathic Hypogonadotropic Hypogonadism in China

Drug name	Company	Target	Clinical stage	Indication	First posted date
JZB30	Jingze	FSHR	Phase 3	Idiopathic hypogonadotropic hypogonadism	2023-06-19
SAL 016	GeneScience	FSHR	Phase 3		2024-08-19

Note: As of the Latest Practicable Date.

Source: CDE, Frost & Sullivan analysis

Several market trends are poised to support the growth of domestically produced rhFSH drugs including (i) a significant opportunity for import substitution as domestic R&D and production capabilities mature, enabling local products to capture share in the currently import-dominated market; (ii) the ongoing displacement of older, less pure uFSH by clinically superior rhFSH as domestic manufacturing becomes more cost-effective; (iii) product innovation, such as the development of long-acting formulations to improve patient compliance and multi-specification products to enhance clinical convenience; and (iv) the potential for new markets to open up through favorable policy changes, such as allowing egg freezing for single women.

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Entry barriers for China’s Assisted Reproduction Drug Market

Notwithstanding the growth drivers described above, the assisted reproduction drug market in China also presents the following entry barriers: (i) *Technical barriers*. Core molecules (e.g. recombinant FSH) require advanced gene expression and purification technologies and stringent quality consistency; reliance on imported inputs persists; (ii) *Stringent regulatory approval*. Local clinical data, robust GMP systems and extensive documentation are required. The review process is resource-intensive; (iii) *High clinical trial costs*. Trials often depend on specialized IVF centers, standardized labs and long follow-up, elevating cost and failure risk; (iv) *Cold-chain logistics*. Biologics used in ART require strict temperature control throughout storage and transport, adding capital and operational burdens.

Market-level Challenges and Threats for China’s Assisted Reproduction Drug Market

In addition to these entry barriers, the assisted reproduction drug market faces the following market-level challenges and threats: (i) *Limited insurance coverage and price sensitivity*. Many ART drugs are not reimbursed or only partially reimbursed; even when listed, prices are negotiated down materially; (ii) *Low awareness and misconceptions*. Stigma and misinformation in some regions depress conversion from the latent patient pool to treatment-seeking; (iii) *Legal and ethical uncertainty*. Access for single women (e.g. egg freezing) and other boundaries of ART remain under policy debate, increasing operational uncertainty; (iv) *Imbalance in medical resources*. IVF capacity is concentrated in top-tier cities; access constraints in lower-tier regions suppress latent demand; and (v) *Social and economic headwinds*. Rising age at first marriage, growing non-marriage/singlehood among people of prime child-bearing age, individualist lifestyles and high child-rearing costs reduce willingness to reproduce, which may limit growth in demand for ART and related drugs.

THE OPHTHALMIC DRUG MARKET

Ophthalmic drugs are for the treatment of various eye conditions, mainly including anterior segment diseases and posterior segment diseases. Under the anterior segment diseases, the main ophthalmology drugs category includes anti-inflammation/infection drug, anti-glaucoma drug, dry eye disease drug and anti-allergic drug. Under the posterior segment diseases, the main ophthalmology drug category includes anti-neovascularization drug, glucocorticoid drug and antibiotics.

The Ophthalmic Diseases and Treatments

Ophthalmic diseases refer to the conditions that affect any of the eye components such as cornea, optic nerve, lens, retina, choroid and ocular surface. According to WHO report on vision, ophthalmic diseases are categorized by non-vision threatening including conjunctivitis, pterygium, pinguecula, blepharitis and dry eye disease and vision threatening, including retinal diseases, cataract, glaucoma, and uveitis. In the absence of timely treatment, some non-vision-threatening eye diseases may lead to a variety of severe complications and carry the risk of vision loss. Posterior segment diseases are generally more severe and carry a higher risk of blindness. In China, eye diseases are generally treated by ophthalmologists of finely divided specialties and sub-specialties, such as retinal specialists and corneal specialists. There is a shortage of qualified practitioners, particularly those with sub-specialty skills and standard of care for some indications, such as non-infectious uveitis.

As a major category of ophthalmic diseases, retinal diseases affect the back of the eye, which include conditions such as FNDs. Additionally, VMA caused by the adhesion between the eye vitreous gel and the retina internal limiting membrane may also result in pathologies such as sVMA or vitreomacular traction syndrome.

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Overview of FNDs

FND refers to an eye disease that affects vision due to pathological changes such as hemorrhage, exudation, and hyperplasia caused by neovascular growth. Environment and genetics are the main risk factors, and other factors include diabetes, hypertension and age. As the disease progresses, it causes retinal detachment, macular edema and significant vision impairment or even blindness if left untreated.

Major FNDs

Major FNDs and their respective symptoms and major risk factors include: (i) *wAMD*. Wet age-related macular degeneration is a severe form of AMD characterized by the abnormal growth and leakage of blood vessels under the macula, leading to rapid central vision loss, retinal damage, and potential blindness. Although it accounts for only about 10% of AMD cases, wAMD is responsible for 80–90% of vision loss associated with the disease, with risk factors including aging, genetics, smoking, and prior AMD in one eye; (ii) *DR*. Diabetic retinopathy is a diabetes complication that damages retinal blood vessels and can cause blindness if untreated. Proliferative DR and DME are neovascular complications, with rising prevalence due to increasing diabetes and risk factors like hypertension; (iii) *RVO*. Retinal vein occlusion is a blockage of retinal veins that can cause vision loss. It is classified into central and branch types, with risk factors including aging, hypertension, arteriosclerosis, and hyperlipidemia; (iv) *mCNV*. Myopic choroidal neovascularization is a myopia-related complication where abnormal blood vessels form in the choroid, leading to vision loss. It often affects both eyes over time, with risk factors including myopia, aging, female gender, and macular changes.

Prevalence of FNDs

The number of patients with a FND, such as wAMD, DR, RVO and mCNV, has been growing and is expected to continue to grow in China, due to factors such as aging population and changing lifestyles. In 2025, the number of addressable patients with FNDs in China reached 55.1 million, growing from 47.7 million in 2019 with a CAGR of 2.4%. It is estimated that there will be 61.6 million FND patients in China by 2030, with a CAGR of 2.3% from 2026 to 2030.

In the field of retinal diseases, estimating the number and proportion of patients suitable for each treatment option faces inherent challenges. Retinal diseases do not follow a strict or widely accepted sequential treatment framework, and there is no fixed order among the available therapeutic approaches. While anti-VEGF is first-line in Chinese guidelines, real-world practice differs across centers (e.g., monthly, PRN, treat-and-extend), and patients may switch molecules. For common conditions such as diabetic retinopathy, age-related macular degeneration and diabetic macular edema, treatments including anti-VEGF injections, laser therapy, intravitreal corticosteroids and observation may all serve as initial or subsequent options. Physicians make treatment decisions based on factors such as disease stage, visual function, prior treatment responses and the patient’s ability to adhere to long-term follow-up. Patients’ actual choices are further influenced by financial affordability, acceptance of repeated injections and other psychological considerations. Furthermore, there is no authoritative national registry that reports per-line shares, and guidelines do not publish per-line percentages. As a result, it is difficult to categorize and quantify the patient population according to a single, standardized clinical pathway.

Anti-VEGF therapy as recommended treatments

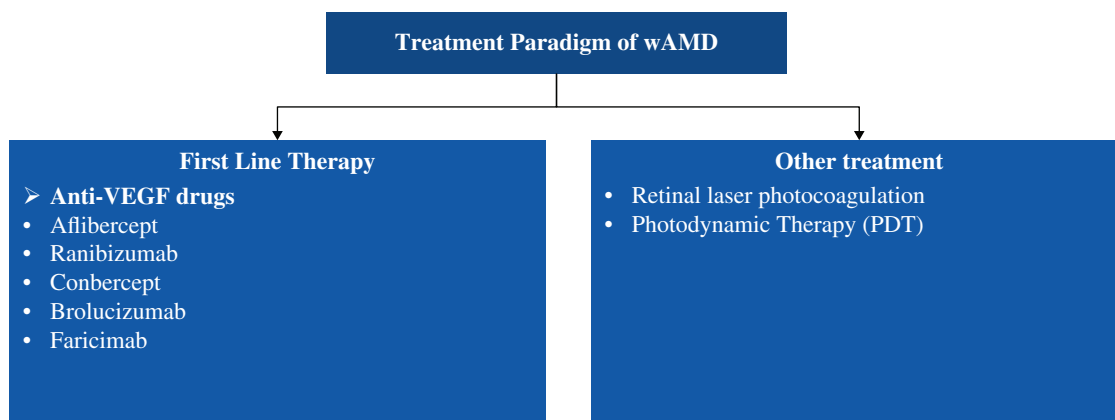
Furthermore, various FNDs guidelines in China have recommended anti vascular endothelial growth factor drugs as the main treatment drugs for FNDs. As of the Latest Practicable Date, anti-VEGF drugs have been approved in China for the treatment of various FNDs, including (i) *wAMD*. Intravitreal anti-VEGF drugs are recommended by “Clinical Pathway of Age-related Macular Degeneration in China” for first-line and combination regimens for multiple subtypes of wAMD; (ii) *DR*. Anti-VEGF agents are recommended for first-line treatment of clinically significant DME, the highest grade lesion type in the clinical diagnosis and treatment of the macula,

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and are recommended for multiple combination therapies. Other treatment options include glucocorticoids, laser therapy and vitrectomy; (iii) *RVO*. Anti-VEGF agents are recommended by “Expert Consensus on Clinical Diagnosis and Treatment Path of Retinal Vein Occlusion in China” for first-line treatment of *RVO*. Other treatment options include glucocorticoids, laser therapy, and a variety of surgical options; and (iv) *mCNV*. Intravitreal anti-VEGF drugs are the preferred treatment options for *mCNV* as recommended by “Choroidal Neovascularization Secondary to Pathologic Myopia.”

Under the latest Chinese guideline for age-related macular degeneration, intravitreal anti-VEGF therapy is first-line for wAMD, while photodynamic therapy (PDT) or retinal laser may be considered in selected cases. The figure below outlines this pathway, showing eligibility by treatment category and the anti-VEGF segment.

Treatment Pathway for wAMD in China



Notes:

- (1) “Eligibility” refers to guideline-defined clinical suitability and does not represent actual utilization.
- (2) The anti-VEGF segment is where aflibercept-class products are used; any specific product use depends on product labeling and regulatory approval for the relevant indication.
- (3) Presenting line by line numerical percentages in the pathway diagrams for wAMD/anti-VEGF would not be sufficiently reliable because while anti-VEGF is first-line in Chinese guidelines, real-world practice differs across centers (e.g., monthly, PRN, treat-and-extend), and patients may switch molecules. Injection frequency and exposure by “line” are therefore highly variable. There is no authoritative national registry that reports per-line shares, and guidelines do not publish per-line percentages. Any granular split would rely on strong assumptions and would not be generalisable.

Source: Evidence-based guidelines for diagnosis and treatment of age-related macular degeneration in China (2023), Frost & Sullivan analysis

Other ophthalmic treatments, such as therapies for dry eye, glaucoma, refractive errors, or cataracts, are clinically and competitively unrelated to anti-VEGF therapies because they address different disease mechanisms and patient populations. FNDs are driven specifically by pathological VEGF-mediated angiogenesis, for which anti-VEGF agents are the standard and mechanistically appropriate therapy. As a result, products outside the anti-VEGF class neither substitute for nor meaningfully compete with treatments for FNDs.

Overview of VMA

VMA is a condition where the eye’s vitreous gel abnormally adheres to the retina’s central macula, exerting traction that can lead to significant vision loss and other pathologies. The primary treatment is pars plana vitrectomy (PPV), an invasive and high-risk surgery. However, a non-surgical option, ocriplasmin (JETREA®), offers a key alternative.

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Ocriplasmin is the only approved drug for VMA, acting as a “molecular scalpel” that is injected into the eye to enzymatically dissolve the proteins causing the adhesion, thereby releasing the traction. It has demonstrated high efficacy in clinical trials. Compared to PPV, ocriplasmin provides significant safety advantages: it is a minimally invasive injection that can be performed in minutes by most county-level doctors, has a low risk of complications, and requires a simple recovery of a few days. In contrast, PPV is a difficult surgery with risks of serious complications like retinal tears and requires a burdensome post-operative recovery involving weeks of face-down positioning.

Crucially, ocriplasmin allows for earlier intervention before significant vision loss occurs, a key benefit as the high-risk PPV surgery is often delayed until a patient’s vision is severely impaired.

Prevalence of sVMA

The number of sVMA patients in China grew from 37.1 million in 2019 to 42.9 million in 2025, with a CAGR of 2.5%. It is estimated that by 2030, the number of sVMA patients in China will reach 48.6 million, growing with a CAGR of 2.5% from 2026 to 2030. The increasing prevalence of sVMA signals a growing market demand for effective therapeutic interventions to address this condition. As a non-surgical solution, ocriplasmin presents a promising opportunity to meet this rising unmet medical need.

Market Opportunities

Market size of ophthalmic drug in China

China’s ophthalmic drug market size increased from RMB19.4 billion in 2019 to RMB31.5 billion in 2025 with a CAGR of 8.4%. It is expected to continue to increase to RMB51.9 billion in 2030 with a CAGR of 11.2% from 2026 to 2030.

Forecast basis and assumptions

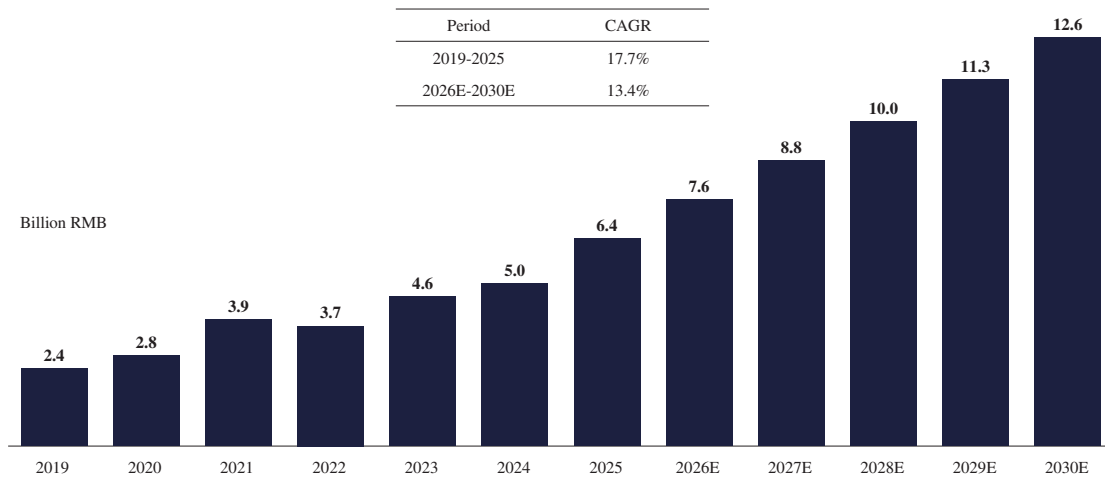
According to Frost & Sullivan, the analysis above is based on the following assumptions: (i) ageing: the global 65+ population is expected to exceed 900 million by 2030, with ageing in China increasing age-related eye diseases; (ii) disease burden and behaviors: rising diabetes prevalence and prolonged digital-screen use are expected to increase DR and dry-eye incidence; (iii) coverage and access: improvements in insurance coverage and wider availability of diagnostics and therapies are expected to increase diagnosis and treatment.

Market size of anti-VEGF drugs in China

The market size for anti-VEGF antibody drugs used to treat FNDs in China increased from RMB2.4 billion in 2019 to RMB6.4 billion in 2025 with a CAGR of 17.7%. It is expected to continue to increase to RMB12.6 billion in 2030 with a CAGR of 13.4% from 2026 to 2030.

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Market size and forecast of anti-VEGF drugs for fundus diseases in China, 2019-2030E



Source: Annual Reports of Listed Companies, Expert Interview, Frost & Sullivan Analysis

Forecast basis and assumptions

According to Frost & Sullivan, the analysis above is based on the following assumptions: (i) demographics: China’s 65+ population is expected to reach 263.7 million by 2030, increasing AMD, DR and related conditions and lifting demand for VEGF inhibitors; (ii) underlying morbidity and behaviors: rising diabetes prevalence and prolonged screen use are expected to increase ophthalmic disease burden, supporting greater use of VEGF inhibitors; (iii) coverage, guidelines and reach: expanding medical-insurance coverage, inclusion of VEGF drugs in more guidelines and deeper penetration into secondary and tertiary cities are expected to increase diagnosis and treatment.

As of the Latest Practicable Date, there were five anti-VEGF molecules approved for FNDs in China, including aflibercept, ranibizumab, conbercept, faricimab and brolucizumab. In 2025, five were sold in China: aflibercept, ranibizumab, conbercept, faricimab and brolucizumab accounted for 20.0%, 21.5%, 38.1%, 19.6% and 0.8% of total anti-VEGF biologics market in China for FNDs, respectively, in terms of sales revenue. Aflibercept has the following advantages compared to the other four biologics: (i) compared to ranibizumab and brolucizumab, aflibercept has a broader range of targets, effectively modulating multiple angiogenic signaling pathways and suppressing inflammatory responses; (ii) compared to conbercept, it is supported by a large body of real-world data globally, including long-term follow-up studies, providing clinicians with comprehensive references on efficacy and safety; and (iii) compared to faricimab, while faricimab shows potential in extending injection intervals, aflibercept holds clear advantages in global market acceptance, breadth of approved indications and physician trust.

Market trends and growth drivers

China’s ophthalmic market is expected to be driven by (i) a growing number of diagnosed patients, resulting from rising public awareness, an aging population, and lifestyle changes, which is supported by favorable government policies like the “14th Five-Year National Eye Health Plan”; (ii) breakthroughs in diagnostic and treatment technologies that improve patient outcomes and enable the expansion of drug indications to new diseases; and (iii) the increasing penetration of high-quality domestic drugs as local pharmaceutical companies mature, which fosters a more competitive landscape and attracts investment to expand the market.

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Entry Barriers for China’s Ophthalmic Drug Market

Notwithstanding the growth drivers described above, the ophthalmic drug market in China has the following entry barriers: (i) *Technical barriers*. Retinal therapeutics demand precision, durability and safety, often with innovative delivery/sustained-release technologies and imperfect preclinical predictability; (ii) *Market competition*. Multinational incumbents hold strong positions with extensive data and physician trust; specialty channel access and promotion are costly; (iii) *Patent barriers*. Layered patents on compounds, formulations and devices extend exclusivity and may trigger litigation or high licensing costs; (iv) *High R&D costs*. Ocular pharmacology and delivery challenges (e.g. blood-retina barrier, stability) increase complexity and spend.

Market-level Challenges and Threats for China’s Ophthalmic Drug Market

In addition to these entry barriers, the ophthalmic drug market faces the following market-level challenges and threats: (i) *Manufacturing and supply-chain risks*. Ophthalmic production requires asepsis, precise formulation and cold-chain; shortages or inspection delays can cause supply disruption; (ii) *Emerging alternative technologies*. Gene/cell therapies, sustained-release implants and non-invasive delivery may cannibalize sales of established drugs; (iii) *Shifting expectations*. Patients and physicians prefer less invasive, longer-acting options and value real-world and economic evidence, influencing adoption; (iv) *Hospital access pressure*. Volume-based procurement and formulary controls heighten price pressure and raise uncertainty in hospital listing and uptake.

Competitive Landscape

As of the Latest Practicable Date, there are five original VEGF monoclonal antibody drugs for the treatment of fundus diseases on the market in China, namely LUCENTIS® (Novartis), EYLEA® (Bayer), Langmu® (Kanghong), VABYSMO® (Roche) and BEOVU® (Novartis), and three biosimilars marketed in China for ranibizumab and aflibercept, respectively.

As of the Latest Practicable Date, there are 12 anti-VEGF candidates in Phase III or later clinical development for the treatment of FNDs in China. The diagram below sets forth each drug candidate in greater detail.

	Drug name	Drug category	Original drug	Company	Indications	Stage	First posted date ¹	Target
1	BAT5906	New drug	/	Bio-Thera Solutions	wAMD	BLA	2025-12-19	VEGF
					DME	Phase III	2024-09-14	
2	601A	Improved new drug	Bevacizumab	3SBio	RVO-related macular edema	BLA	2025-10-15	VEGF
3	flimrufusp alfa	New drug	/	Remegen	DME	BLA	2025-09-30	FGF2 VEGF
					wAMD	Phase III	2023-01-12	
4	9MW0813	Biosimilar	Aflibercept	Mabwell	DME, wAMD	BLA	2025-09-19	VEGF
5	HLX04-O	Improved new drug	Bevacizumab	Henlius	wAMD	BLA	2025-08-13	VEGFA
6	JL14002	Biosimilar	Ranibizumab	Jecho Biopharma	wAMD	BLA	2025-06-18	VEGFA
7	TAB014	Improved new drug	Bevacizumab	BioDlink	wAMD	BLA	2025-06-12	VEGFA
8	HJY28	Biosimilar	Ranibizumab	East China	wAMD	BLA	2025-05-30	VEGFA
9	JZB05	Biosimilar	Aflibercept	Jingze	DME	Phase III	2023-09-04	VEGF
10	LX102	New drug	/	Innostellar Biotherapeutics	wAMD	Phase III	2026-01-13	VEGF
11	Efidamrofusp alfa	New Drug	/	Innovent Biologics	wAMD	Phase III	2023-07-28	VEGF C3b C4b
12	RG6321	Improved New Drug	Ranibizumab	Roche	wAMD	Phase III	2022-10-13	VEGFA

Note:

* As of the Latest Practicable Date, first posted date means the first public disclosure date of clinical trial. Drugs that have reached regulatory approval are not included.

Source: CDE, Frost & Sullivan analysis

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Competitive landscape of aflibercept drugs in China

As of the Latest Practicable Date, there are three approved aflibercept drugs for the treatment of FNDs in China, namely EYLEA® (Bayer), 卓初明® from Qilu Pharmaceuticals and 博優景® from Luye Pharma. The diagram below sets forth each drug in greater detail.

Competitive Landscape of Approved Aflibercept in China

NMPA Approved Aflibercept										
	Brand name	Generic name	Company	Target	Drug type	Reference drug	Indication	First approval date	Annual cost (RMB)	2025 Market share
1	Eylea®	Aflibercept	Bayer	VEGF	New drug	–	DME, wAMD	2018-02-02	wAMD: 23,480 DME: 23,480	16.4%
2	卓初明®	Aflibercept	Qilu Pharmaceuticals	VEGF	Biosimilar	Eylea®	DME, wAMD	2023-12-13	wAMD: 19,760 DME: 19,760	2.8%
3	博優景®	Aflibercept	Luye Pharma	VEGF	Biosimilar	Eylea®	DME, wAMD	2025-11-25	wAMD: 18,785 DME: 18,785	0.7%

Notes:

- (1) As of the Latest Practicable Date.
- (2) NRDL: Aflibercept injection is included in the 2019 edition of the NRDL at the generic-name level (see “Business — Our Drug Candidates — Our Ophthalmic Drug Candidates — Our Core Product: JZB05 aflibercept solution (a biosimilar to Eylea®) — Background of reference drugs”).
- (3) Exclusivity (China): The molecular patent for Eylea® in China expired in 2020.
- (4) Annual cost is calculated based on the labeled regimen; 2025 market share refers to sales revenue share of anti-VEGF biologics for fundus diseases in China in 2025.

Source: NMPA, Frost & Sullivan Analysis

Our Core Product JZB05 (an aflibercept biosimilar candidate) targets fundus neovascular indications in China, including DME, for which a Phase 3 study has been completed, and wAMD, which is an intended indication. According to the Frost & Sullivan analysis, NMPA-approved comparators include: (i) DME: EYLEA®, 卓初明® and 博優景® (aflibercept), LUMITIN® (conbercept), LUCENTIS® and 安卓明® (ranibizumab), VABYSMO® (faricimab), Beovu® (brolucizumab), and OZURDEX® (dexamethasone intravitreal implant); and (ii) wAMD: EYLEA®, 卓初明® and 博優景® (aflibercept), LUMITIN® (conbercept), LUCENTIS® and 安卓明® (ranibizumab), and VABYSMO® (faricimab).

As of the Latest Practicable Date, there were two biosimilars of aflibercept other than our JZB05 that are being investigated to treat DME. The diagram below sets forth each such drug candidates in greater detail.

Competitive Landscape of Aflibercept Biosimilar in Clinical Stage in China

Aflibercept in clinical stage in China								
	Drug name	Drug type	Original drug	Target	Clinical Stage	Company	Indication	First posted date
1	9MW0813	Biosimilar	Aflibercept	VEGF	BLA	Mabwell Bioscience	DME, wAMD	2025-09-19
2	JZB05	Biosimilar	Aflibercept	VEGF	Phase III	Jingze Biopharma	DME	2023-09-04

Source: CDE, Frost & Sullivan analysis

INDUSTRY OVERVIEW

Competitive landscape of VMA

As of the Latest Practicable Date, there is no ocriplasmin marketed in China, and our JZB32 was the only ocriplasmin drug candidate being evaluated for VMA in clinical trials in China. The diagram below sets forth drug candidates globally for treating sVMA as of the Latest Practicable Date.

Global marketed VMA drug						
	Brand name	Generic name	Company	Indication	Regulatory authority	First approval date
1	JETREA®	Ocriplasmin	ThromboGenics	VMA	FDA	2012-10-17

The following diagram lists the competitive landscape of candidates for the treatment of sVMA in China as of the Latest Practicable Date.

	Drug name	Generic name	Company	Indication	Stage	First posted date
1	JZB32	Ocriplasmin	Jingze	VMA, PCV	I	2020-09-07

Source: CDE, FDA, Clinical Trials and Frost & Sullivan Analysis

Note: Reflects global R&D pipeline, excluding assets with no meaningful progress in the past 3-5 years.

Source of Information

In connection with the [REDACTED], we engaged Frost & Sullivan, an independent global market research and consulting firm established in 1961, to prepare an industry report on markets relevant to our business. We paid an aggregate fee and expenses of RMB0.6 million for the preparation of the report. The payment was not contingent upon the success of our [REDACTED] or upon the contents or conclusions of the report. Except for the Frost & Sullivan report, we did not commission any other industry report for the purposes of this document.

Frost & Sullivan conducted both primary and secondary research on the PRC and global markets for biosimilars, assisted reproductive drugs (including FSH), ophthalmic drugs (including anti-VEGF therapies) and related areas. Its research drew upon its proprietary databases, publicly available sources (including government publications and statistics, industry associations, academic literature, company annual reports and public filings), and interviews with market participants on the demand and supply sides. Where appropriate and necessary, Frost & Sullivan contacted companies in industries to gather and synthesize information in relation to the market, prices and other relevant information. Forecasts in this section are, unless otherwise stated, those of Frost & Sullivan. In preparing its forecasts, Frost & Sullivan made, among other things, certain key assumptions that (i) the social, economic and political environments in the PRC will remain broadly stable over the forecast period and support steady development of the healthcare industry; (ii) global healthcare demand and supply will grow as expected; and (iii) governments will continue to support healthcare reform. These assumptions are supported by several long-term structural trends. First, Mainland China has maintained a broadly stable social, economic and policy environment, with continued prioritization of healthcare as a strategic sector under national planning, which underpins steady industry development. Second, global healthcare demand is expected to rise due to population aging, chronic disease burden, and ongoing innovation in diagnostics and therapeutics, while supply expansion is driven by sustained investment, technological advances, and improved manufacturing capacity. Third, governments worldwide including China continue to promote healthcare reform to improve access, quality, and system efficiency, providing a supportive regulatory and reimbursement environment that sustains market growth across the forecast period. Frost & Sullivan independently analyzed the information it collected, and the reliability of the Frost & Sullivan Report may be affected by the accuracy of the foregoing key assumptions.

The real-world data supporting the long-term safety and efficacy of aflibercept is predominantly generated by independent third parties. See “Business — Our Drug Candidates — Our Ophthalmic Drug Candidates”.

REGULATORY OVERVIEW

REGULATORY AUTHORITIES

In addition to the authorities generally administering companies in the PRC, the Company’s operation in the PRC are mainly supervised and regulated by the following regulatory authorities of the drug industry: the National Medical Products Administration (國家藥品監督管理局) (the “NMPA”) and the National Health Commission of the PRC (國家衛生健康委員會) (the “NHC”).

The NMPA, under and supervised by the State Administration for Market Regulation (國家市場監督管理總局) (the “SAMR”), is the primary regulatory agency in the PRC for the supervision and management of the pharmaceutical products and related businesses. The Center for Drug Evaluation (藥品審評中心) (the “CDE”), which is a subsidiary under the NMPA, conducts the technical evaluation on each drug and biologic application to assess the safety and efficacy of each candidate.

The NHC is primary national regulator for public health.

REGULATIONS RELATING TO NEW DRUG

Regulations relating to the Clinical Trials and Registration of Drugs

The Drug Administration Law of the PRC (《中華人民共和國藥品管理法》) (the “**Drug Administration Law**”), which was promulgated by the Standing Committee of the National People’s Congress (the “SCNPC”) in September 1984 and last amended on August 26, 2019, applies to drug research and development, manufacturing, business operation and use in the PRC and the supervision and administration activities thereof.

Administration of Drug Registration

Pursuant to the provisions of the Measures for the Administration of Drug Registration (《藥品註冊管理辦法》) promulgated by SAMR on January 22, 2020 and taking effect from July 1, 2020, the Measures for the Administration of Drug Registration shall apply to drug research and development, registration and supervision and administration in the PRC for the purpose of drug marketing. Drug registration shall be subject to registration and administration by categories, namely Chinese medicine, chemical medicine and biological products.

The valid period of a drug registration certificate shall be five years, and the holder of the drug registration certificate shall ensure the safety, effectiveness and quality control of the marketed drug at all times during the validity period of the certificate, and apply for re-registration of drug six months before expiry of the validity period.

Non-clinical Research

The non-clinical safety evaluation and research conducted for the purpose of drug registration shall comply with the Good Laboratory Practices for Nonclinical Drug Research (《藥物非臨床研究質量管理規範》) promulgated by China Food and Drug Administration (the “CFDA”, currently under the SAMR) on July 27, 2017, and came into effect from September 1, 2017. The Good Laboratory Practices for Nonclinical Drug Research contains a set of rules and criteria for the quality system concerned with the organizational process and conditions under which non-clinical laboratory studies are planned, performed, monitored, recorded, archived and reported.

Clinical Trial Application and Approval

Clinical trials should be conducted when applying for registration of a new drug. After completing the preclinical studies, the applicant must obtain approval for clinical trials of drugs from the NMPA before the conduction of new clinical drug trials. When applicants submit the application for drug clinical trial, the relevant research materials shall be submitted in accordance with the requirements on declaration materials. Upon form examination, where the declaration

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materials are found to comply with the requirements, the application shall be accepted. The CDE shall organize pharmacists, medical personnel and other technicians to review the accepted application for drug clinical trials. Within 60 working days after the acceptance of the application and the fees paid for the clinical trial applications, the applicant may conduct the clinical trials for the drug in accordance with the clinical trial protocol submitted, if the applicant has not received any negative or questioning opinion from the CDE.

Pursuant to the Measures for the Administration of Drug Registration, upon obtaining the clinical trial approval and before commencing a clinical trial, the applicant shall register the scheme of the clinical trial and other information on the Drug Clinical Trial Registration and Information Platform for clinical trials of drugs. During the clinical trial of drugs, the applicant shall update registration information continuously, and register information on the outcome of the clinical trial of drugs upon completion of the clinical trial of drugs. The registration information shall be published on the platform and the applicant shall be responsible for the veracity of such information. The Announcement on Drug Clinical Trial Information Platform (《關於藥物臨床試驗信息平台的公告》) issued by the CFDA and the Standard for the Management of Drug Clinical Trial Registration and Information Disclosure (Trial) (《藥物臨床試驗登記與信息公示管理規範(試行)》) issued by the CDE provide further details on registration and publication requirements on the Drug Clinical Trial Registration and Information Platform.

Clinical Trials

According to the Measures for the Administration of Drug Registration, a clinical trial consists of Phases 1, 2, 3, 4 and bioequivalence trial. Pursuant to the characteristics of a drug and the research purpose, the research contents shall include clinical pharmacological research, exploratory clinical trial, confirmatory clinical trial and post-marketing research.

A clinical drug trial to be carried out shall be examined and approved by the ethics committee. An applicant approved to carry out clinical drug trial shall, before carrying out subsequent clinical drug trial by stages, develop corresponding plan for clinical drug trial, carry out clinical drug trial upon examination and with consent of the ethics committee, and submit corresponding plan for clinical drug trial and supporting materials on the website of CDE.

After obtaining clinical trial approval, the applicant shall choose institutions qualified for clinical trials of the drug to conduct clinical trials.

Clinical trials shall be conducted for the application of new drug registration and shall be implemented in accordance with the Good Clinical Practice for Drug Trials (《藥物臨床試驗質量管理規範》) promulgated by the NMPA and the NHC on April 23, 2020, with effective from July 1, 2020.

Pursuant to the Measures for the Administration of Drug Registration, applicants may communicate with CDE on major issues at critical stages such as prior to application for clinical trial of a drug, during the process of clinical trial of a drug, and prior to application for marketing authorization of a drug. According to the Measures for the Administration of Communication and Exchange in Drug Development and Technology Review (《藥物研發與技術審評溝通交流管理辦法》) promulgated and implemented by the CDE on December 10, 2020, an applicant may propose to convene a communication meeting with CDE during the process of drug research and development and registration application.

New Drug Application, Registration and Marketing Authorization

Pursuant to the Measures for the Administration of Drug Registration, an applicant may file an application for drug marketing authorization, after the completion of pharmaceutical, pharmacological and toxicological studies, clinical trials of drugs and other studies, determination of quality standards, the verification of commercial scale production process, and preparations to

REGULATORY OVERVIEW

receive the check and inspection for drug registration. The CDE shall organize pharmacist, medical and other technical personnel to comprehensively review the application regarding the safety, effectiveness and quality control of the drug. Where the application is cleared by the comprehensive review, the drug shall be approved for marketing and a drug registration certificate shall be issued.

According to the Drug Administration Law, an applicant who has obtained a drug registration certificate shall be recognized as a drug marketing authorization holder, responsible for non-clinical laboratory studies, clinical trials, production and distribution, post-market studies, and the monitoring, reporting, and handling of adverse reactions in connection with pharmaceuticals. The drug marketing authorization holder may engage in manufacturing or distribution on its own or to entrust a licensed third party.

Regulations of Biosimilars

On February 28, 2015, the CFDA released and implemented the Technical Guidelines for R&D and Evaluation of Biosimilar Drugs (《生物類似藥研發與評價技術指導原則》) (the “**Biosimilar Guidelines**”), which outlines the regulatory framework for biosimilars in the PRC and provides the basic principles for the evaluation and management of biosimilar drugs. Pursuant to the Biosimilar Guidelines, biosimilar drugs refer to therapeutic biological products that bear similarities registered reference drugs in terms of quality, safety and efficacy. In principle, the amino acid sequences of drug candidates for biosimilar drugs shall be the same as those of reference drugs. The R&D and marketing of biosimilar drugs need to comply with the relevant regulations of the Drug Administration Law and the Measures for the Administration of Drug Registration.

For the purpose of implementing the Measures for the Administration of Drug Registration, the NMPA formulated the Registration Classification and Requirements for Application Dossiers for Biological Products (《生物製品註冊分類及申報資料要求》) on June 29, 2020. Pursuant to the Registration Classification and Requirements for Application Dossiers for Biological Products, biological products refer to preparations which are manufactured with starting materials, cells, animals or human tissues and body fluids by biotechnology and used for the prevention, treatment and diagnosis of human diseases. The biological products are further divided into prophylactic biological products, therapeutic biological products and in vitro diagnostic reagents that are administered as biological products.

On February 10, 2021, the NMPA promulgated and implemented the Technical Guidelines for Similarity Evaluation and Indication Extrapolation of Biosimilars (《生物類似藥相似性評價和適應症外推技術指導原則》) to further standardize the development and evaluation of biosimilars. Pursuant to the Technical Guidelines for Similarity Evaluation and Indication Extrapolation of Biosimilars, “similarity” refers to the overall similarity between a candidate drug and an approved reference drug, with no clinically meaningful differences in quality, safety, or efficacy, and “indication extrapolation” refers to the process where, based on the overall similarity between a candidate drug and a reference drug, if direct comparative clinical trials demonstrate clinical similarity in at least one indication, the candidate drug may be scientifically justified through research data and information related to the extrapolated indication to support its use in other indications approved in the PRC but not directly studied for the reference drug. The similarity evaluation of biosimilars should be carried out comprehensively from the perspective of pharmaceutical, non-clinical and clinical studies to determine the overall similarity, and should be carried out at different stages of biopharmaceutical studies.

The Technical Guidance for Clinical Pharmacology Studies of Biosimilars (《生物類似藥臨床藥理學研究技術指導原則》) promulgated and implemented by the CDE on February 8, 2022 provides further guidance recommendations for clinical pharmacology studies of biosimilars in the framework of The Biosimilar Guidelines and the Technical Guidelines for Similarity Evaluation and Indication Extrapolation of Biosimilars to provide technical references for the research and development of biosimilars.

REGULATORY OVERVIEW

The Technical Guidelines for Similarity Evaluation and Indication Extrapolation of Biosimilars and the Biosimilar Guidelines both state the “stepwise progression principle,” which emphasizes a sequential approach to demonstrating biosimilarity through systematic comparisons at the pharmacological, non-clinical and clinical stages, ensuring that uncertainties identified in early stages are specifically evaluated in subsequent stages. However, the above guidelines are advisory in nature, and do not mandatorily require that the Phase 1 clinical trial must commence before Phase 3 clinical trial. Therefore, though usually clinical trials of biosimilars are conducted gradually phase by phase, there are no mandatory provisions of PRC laws that require Phase 1 clinical trial must commence before Phase 3 clinical trial for biosimilars explicitly. As indicated in the Measures for Administration of Drug Registration and related provisions, all clinical trials require submission of corresponding plan and related documents to and approval from CDE before commencement. As such, as long as the approval of clinical trial is obtained before the commencement of each clinical trial, and corresponding drug registration certificate is obtained subsequently after all clinical trials are completed, the early commencement of Phase 3 clinical trial does not violate mandatory provisions of PRC laws.

Regulations relating to Drug Manufacturing and Distribution

Drug Manufacturing

Pursuant to the Drug Administration Law and the Implementing Regulations of the Drug Administration Law, a drug manufacturing enterprise is required to obtain a drug manufacturing license from the relevant provincial drug administration authority of the PRC. The grant of such license is subject to an inspection of the manufacturing facilities, and an inspection to determine whether the sanitary condition, quality assurance systems, management structure and equipment meet the required standards. Pursuant to the Regulations of Implementation of the Drug Administration Law and the Administrative Measures on Supervision of Pharmaceutical Manufacturing (《藥品生產監督管理辦法》) promulgated by the SAMR on January 22, 2020 and taking effect on July 1, 2020, the drug manufacturing license is valid for five years and shall be renewed at least six months prior to its expiration date upon a re-examination by the relevant authority. According to such measures, to the extent the Marketing Authorization Holder (the “MAH”) does not manufacture the drug but through contract manufacturing organization, the MAH shall apply for drug manufacturing license with the provincial counterpart of the NMPA, subject itself to inspections and other regulatory oversight by the agency.

The Good Manufacturing Practice for Drugs (《藥品生產質量管理規範》) (the “GMP”) last amended by the Ministry of Health (now known as the NHC) on January 17, 2011 and took effect on March 1, 2011, comprises a set of detailed standard guidelines governing the manufacture of drugs, which include institution and staff qualifications, production premises and facilities, equipment, hygiene conditions, production management, quality controls, product operation, raw material management, maintenance of sales records and management of customer complaints and adverse event reports.

The Administrative Measures for Drug Inspection (For Trial Implementation) (《藥品檢查管理辦法(試行)》), as amended on July 19, 2023, provide that if a drug manufacturer applies for a drug manufacturing license for the first time, onsite inspections to be conducted in accordance with the GMP requirements is required, while for a drug manufacturer applying for the reissue of a drug manufacturing license, the review will be conducted based on the risk management principles, taking into account certain factors, including the drug manufacturer’s compliance with the laws and regulations of drug administration, the drug manufacturer’s operation of the GMP system and quality management system, and inspections on the drug manufacturer’s conformity to the GMP requirements may be conducted where necessary.

Contract Manufacturing of Drug

According to the Provisions on the Supervision and Administration of Commissioned Production of Drugs (《藥品委託生產監督管理規定》) promulgated by the CFDA on August 14, 2014 and came into effect from October 1, 2014, a drug manufacturer may commission other domestic drug manufacturers to produce its drugs only when the production conditions are temporarily unavailable as a result of technical upgrading or the temporary inadequate capacity cannot guarantee the market supply. Such commissioning production arrangement shall be approved by the food and drug regulatory authority of the province, autonomous region or municipality.

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The Drug Administration Law specifies that a holder of drug sales approval may produce drugs by itself or may entrust other drug manufacturers. A holder of drug sales approval that intends to manufacture drugs on its own shall obtain a drug manufacturing permit, or if the holder intends to entrust a third-party to manufacture, it shall entrust a qualified drug manufacturer. The holder of drug sales approval and the commissioned manufacturer shall enter into an entrustment agreement and a quality agreement, and strictly perform the obligations pursuant to such agreements. Blood products, anesthetics, psychotropic pharmaceuticals, toxic pharmaceuticals for medical treatment, and pharmaceutical precursor chemicals may not be produced through entrustment, except as otherwise prescribed by the drug administrative department of the State Council.

The Administrative Measures on Supervision of Pharmaceutical Manufacturing further implement the drug marketing authorization holder system as stipulated in the Drug Administration Law. Drug marketing authorization holders entrusting others to manufacture drugs shall enter into outsourcing agreements and quality agreements with qualified drug manufacturing enterprises and submit the relevant agreements together with the actual manufacturing site application materials to the competent drug administrative authority in order to apply for the Drug Manufacturing Certificate.

Drug Distribution

On September 27, 2023, SAMR promulgated the Measures for the Supervision and Administration of Drug Quality in Operation and Usage (《藥品經營和使用質量監督管理辦法》), taking effect from January 1, 2024. Pursuant to the Measures for the Supervision and Administration of Drug Quality in Operation and Usage, pharmaceutical enterprises shall be responsible for the quality of the pharmaceuticals that they manufacture, operate, use, purchase, sell, transport, or store. A Medicine Operation Certificate is valid for five years. Each holder of the Medicine Operation Certificate must apply for an extension of its permit within two months to six months before such expiration. For the purpose of regulating the administration of prescriptions, the Prescription Management Regulation (《處方管理辦法》) was released by the Ministry of Health (now known as the National Health Commission) on February 14, 2007 and became effective on May 1, 2007. A prescription refers to a medical document issued by certified medical practitioners or certified associate medical practitioners in patient diagnosis and treatment activities. It specifies medications and treatment plans, which are subsequently reviewed, dispensed, and verified by pharmaceutical professionals with qualifications in pharmaceutical technical roles. The prescription serves as the official authorization for patients to obtain and use medications. Prescription drugs must be sold, dispensed, and used solely based on valid prescriptions. A certified medical practitioner has the corresponding prescription right at the registered practice place, and shall issue prescriptions according to the requirements of medical treatment, disease prevention, healthcare, and subject to the treatment standards and drug instructions. Furthermore, under the Prescription Management Regulation, PRC hospitals may not procure more than two drugs of the same generic name (two injectable and two oral dosage forms). Medical institutions, medical practitioners and pharmaceutical professionals are subject to warnings, fines and other penalties under the Prescription Management Regulation for violations of regulations. As we may distribute our commercial products nationwide, we are subject to the unified requirements of Prescription Management Regulation.

REGULATIONS RELATING TO MEDICAL INDUSTRY

Regulations on Coverage and Reimbursement

Drug Price

According to the Drug Administration Law, for drug products with market-regulated prices in accordance with the law, drug marketing authorization holders, drug manufacturers, drug trading enterprises and medical institutions shall determine the price pursuant to the principles of fairness, reasonableness, integrity and trustworthiness as well as quality for value in order to supply drug users with reasonably priced drug products; and shall comply with the requirements relating to drug

REGULATORY OVERVIEW

price administration promulgated by the State Council’s pricing authorities, determine and clearly mark the retail prices of drug products. According to the Notice on Issuing Opinions on Promoting Drug Price Reform (《關於印發<推進藥品價格改革意見>的通知》) jointly promulgated by the NDRC, the National Health and Family Planning Commission (currently known as the NHC), the Ministry of Human Resources and Social Security, the Ministry of Industry and Information Technology, the Ministry of Finance, the Ministry of Commerce and the CFDA on May 4, 2015, from June 1, 2015, except for narcotic drugs and first-class psychotropic drugs, the price of drugs set by the government will be cancelled.

U.S. Regulations Potentially Impacting Our Operations

BIOSECURE Act

On December 18, 2025 the BIOSECURE Act was enacted into law as part of the National Defense Authorization Act For Fiscal Year 2026.

The Act (i) prohibits U.S. federal procurement of biotechnology equipment or services from designated “biotechnology companies of concern”; and (ii) prohibits U.S. federal loans and grants to, and federal contracts (including extensions and renewals) with, any entity that uses such equipment or services.

The designation of covered biotechnology companies under the framework proceeds through two primary channels: (1) automatic designation pursuant to the U.S. Department of Defense (DoD) Section 1260H list of “Chinese military companies,” leveraging its latest update in January 2025; and (2) a discretionary, criteria-based pathway managed through an interagency review led by the Office of Management and Budget (OMB). This structure stands in contrast from earlier iterations of the BIOSECURE Act, which targeted a limited set of specifically named Chinese biotechnology firms.

The BIOSECURE Act includes limited transitional arrangements: The Act provides a five-year transition period for existing contracts, grants, and loans, with named biotechnology companies of concern entered before the BIOSECURE Act’s enactment. However, for agreements involving entities already listed under Section 1260H of the NDAA, restrictions will take effect 60 days after the relevant Federal Acquisition Regulation (FAR) is updated.

REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Patents

According to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the SCNPC on March 12, 1984 and last amended on October 17, 2020, and the Implementation Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》), promulgated by the State Council in June 2001 and last amended on December 11, 2023, there are three types of patents in the PRC: invention patents, utility model patents and design patents. The protection period is 20 years for an invention patent, 10 years for a utility model patent, and 15 years for design patent, commencing from their respective application dates. Any individual or entity that utilizes a patent or conducts any other activity in infringement of a patent without prior authorization of the patent holder shall pay compensation to the patent holder and is subject to a fine imposed by relevant administrative authorities and, if constituting a crime, shall be held criminally liable in accordance with the law.

The Patent Law stipulates that the Patent Administration Department under the State Council shall, upon request of the patentee, extend the patent term of relevant invention patents of the new drug that is approved to be listed on the market in China, to compensate for the time spent for the review and examination and approval of the listing of a new drug on the market. The compensated extension shall not exceed five years, and the total valid patent term after the new drug is approved for the market shall not exceed fourteen years.

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Copyright

Copyright is protected by the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the SCNPC on September 7, 1990 and last amended on November 11, 2020 and the Implementation Regulations of the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》) issued by the State Council on August 2, 2002 and last amended on January 30, 2013, which provides provisions on the classification of works and the obtaining and protection of copyright and the related rights.

Trademarks

According to the Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by the SCNPC in August 1982, and last amended in April 2019, and the Implementation Rules of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》), which were promulgated by the State Council on August 3, 2002 and latest amended on April 29, 2014, the period of validity for a registered trademark is ten years, commencing from the date of registration.

Trade Secrets

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》), promulgated by the SCNPC in September 1993 and last amended in June 2025, the term “trade secrets” refers to technical and business information that is unknown to the public, has utility, may create business interests or profits for its legal owners or holders, and is maintained as a secret by its legal owners or holders. Under the PRC Anti-Unfair Competition Law, business persons are prohibited from infringing others’ trade secrets. The parties whose trade secrets are being misappropriated may petition for administrative corrections, and regulatory authorities may stop any illegal activities and fine infringing parties.

Domain Names

Domain names are protected under the Administrative Measures on the Internet Domain Names (《互聯網域名管理辦法》) promulgated by the Ministry of Industry and Information Technology in August 2017 with effect from November 1, 2017. The Ministry of Industry and Information Technology is the main regulatory body responsible for the administration of PRC internet domain names. Domain name registrations are handled through domain name service agencies established under the relevant regulations, and the applicants become domain name holders upon successful registration.

REGULATIONS RELATING TO PRODUCT QUALITY

In addition to the strict drug approval process, certain PRC laws have been promulgated to protect the rights of consumers and to strengthen the control of medical products in the PRC. Under current PRC law, manufacturers and vendors of defective products in the PRC may incur liability for loss and injury caused by such products.

The Product Quality Law of the PRC (《中華人民共和國產品質量法》), promulgated by the SCNPC on February 22, 1993 and latest amended on December 29, 2018 (the “**Product Quality Law**”), is the principal governing law relating to the supervision and administration of product quality. According to the Product Quality Law, manufacturers shall be liable for the quality of products they manufacture and sellers shall take measures to ensure the quality of the products they sell. If a defect in a product causes personal injury or damage to property of others, subject to a few exemptions, the manufacturer shall bear liability for compensation. A seller shall be liable to compensate for any bodily injuries or damage to property of others caused by the defects in the product if such defects are attributable to the seller. A seller shall pay compensation if it fails to indicate neither the manufacturer nor the supplier of the defective product. A person who is injured or whose property is damaged by the defects in the product may claim for compensation from the manufacturer or the seller.

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According to the Civil Code of the PRC (《中華人民共和國民法典》) (the “**PRC Civil Code**”), promulgated in May 2020 and came into effect from January 2021, where a patient suffers damage due to defects in drugs, he/she may seek compensation from the drug marketing authorization holder, producer or the medical institution. Where the patient seeks compensation from the medical institution, the medical institution, after it has made the compensation, shall have the right to recover the compensation from the liable drug marketing authorization holder.

The Law of the PRC on the Protection of the Rights and Interests of Consumers (《中華人民共和國消費者權益保護法》) was promulgated in October 1993 and last amended in October 2013 to protect consumers’ rights when they purchase or use goods and accept services. All business operators shall pay high attention to protect the customers’ privacy and strictly keep it confidential any consumer information they obtain during the business operation. In addition, in extreme situations, pharmaceutical product manufacturers and operators may be subject to criminal liability if their goods or services lead to the death or injuries of customers or other third parties.

REGULATIONS RELATING TO ENVIRONMENTAL PROTECTIONS, HEALTH AND SAFETY

Environmental Protection

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), promulgated by the SCNPC on December 26, 1989 and last amended on April 24, 2014, summarizes the rights and responsibilities of environmental protection regulatory authorities. The Ministry of Ecology and Environment (the “**MEE**”) is authorized to promulgate national standards for environmental quality and discharge. At the same time, local environmental protection authorities may formulate local standards that are stricter than the national standards, in which case, the companies concerned shall comply with the national and local standards.

Environmental Impact Assessment

According to the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》), promulgated by the SCNPC on October 28, 2002 and last amended with effect from December 29, 2018, for construction projects that have an impact on the environment, entities shall prepare an environmental impact report, environmental impact statement or registration form in accordance with the severity of the impact that the project may have on the environment.

Pollutant Discharge

On January 24, 2021, the State Council promulgated the Regulations on the Administration of Pollutant Discharge Permits (《排污許可管理條例》), which took effect from March 1, 2021, for the purpose of strengthening the regulation of pollutant discharge permits. According to the Administrative Measures for Pollutant Discharge Licensing (《排污許可管理辦法》) promulgated by the MEE on April 1, 2024 and effective on July 1, 2024, enterprises, institutions and other producers and operators subject to the management of discharge permits shall apply for discharge permits and discharge pollutants in accordance with the requirements of the discharge permits; those who have not obtained discharge permits shall not discharge pollutants.

According to the Catalog of Classified Management of Pollutant Discharge Permits for Stationary Pollution Sources (2019 Edition) (《固定污染源排污許可分類管理名錄(2019年版)》), promulgated and implemented by the MEE on December 20, 2019, key management, simplified management and registration management of pollutant discharge permits are implemented based on factors such as the volume of pollutants generated, the amount of pollutants discharged and the degree of impact on the environment. The pollutant discharging entity subject to registration management does not need to apply for the pollutant discharge permit, but shall fill in the pollutant discharge registration form on the national pollutant discharge permit administration information platform.

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According to the Regulations on Urban Drainage and Sewage Treatment (《城鎮排水與污水處理條例》), promulgated by the State Council on October 2, 2013 with effect from January 1, 2014, urban entities and individuals shall dispose of sewage through urban drainage facilities covering their geographical area in accordance with the law. Companies or other entities engaging in medical activities shall apply for a sewage disposal drainage license before disposing sewage into urban drainage facilities. Sewage-disposing entities and individuals shall pay sewage treatment fees in accordance with the law.

Production Safety

According to the Production Safety Law of the PRC (《中華人民共和國安全生產法》), promulgated by the SCNPC on June 29, 2002 and last amended with effect from September 1, 2021, any entity whose production safety conditions does not meet the requirements may not engage in production and business operation activities. Safety facilities of new building, rebuilding or expanding project (the “**Construction Project**”) shall be designed, constructed and put into operation simultaneously with the main body of the project. Investment in safety facilities shall be included in the budget of the Construction Project.

Fire Prevention

According to the Fire Prevention Law of the PRC (《中華人民共和國消防法》) (the “**Fire Prevention Law**”), promulgated by the SCNPC on April 29, 1998 and last amended with effect from April 29, 2021, design and construction of the fire control facilities for a construction work shall comply with the national fire control technical standards. The developer, designer, constructors and project supervisor of a construction project shall be responsible for the quality of the design and construction of the fire control facilities for the construction work according to the relevant laws.

According to the Interim Provisions on Design Inspection and Acceptance of Fire Protection of Construction Works (《建設工程消防設計審查驗收管理暫行規定》) (the “**Interim Provisions on Fire Protection**”), promulgated by the Ministry of Housing and Urban-Rural Development of the PRC on April 1, 2020, last amended on August 21, 2023, a special construction work as stipulated in the Interim Provisions on Fire Protection shall be subject to fire protection design review before the construction of such work is commenced and shall be subject to fire protection inspection before such work is put into use. Construction works other than a special construction work shall be subject to fire protection inspection filing, and the competent administrative authority in charge of the examination and acceptance of fire protection design shall conduct spot inspections. If a construction work fails to pass the spot inspection, the use of such construction shall cease, and rectification actions must be taken with a view to applying for a re-inspection.

REGULATIONS RELATING TO REAL PROPERTY

Lease of Real Property

On December 1, 2010, the Ministry of Housing and Urban-Rural Development promulgated the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), which became effective on February 1, 2011. According to such measures, a commodity housing lease contract should be registered with the competent municipal or county level housing and construction authority within 30 days after the execution of the lease contract. Those who fail to comply with the aforementioned filing regulations may be ordered by the competent authority to correct within a time limit. If the entity does not correct within the specified period, it may be subject to a fine ranging from RMB1,000 to RMB10,000. According to the PRC Civil Code, if the entity fails to complete the registration and filing procedures for a lease contract in accordance with the aforementioned filing regulations, it shall not affect the validity of the contract.

Self-Owned Real Property

According to the PRC Civil Code, the creation, alteration, alienation, or extinguishment of the property right of a real property shall become effective upon registration in accordance with law. The certificate of ownership of real property shall be an evidence of the right holder’s entitlement in the real property.

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According to the Land Administration Law of the PRC (《中華人民共和國土地管理法》), promulgated by the SCNPC on June 25, 1986 and last amended with effect from January 1, 2020, the PRC implements socialist public ownership of land, that is, ownership by the whole people or collective ownership by the working masses. The State implements a State land compensated use system pursuant to the law, except for allocation of State-owned land use rights by the State within the scope stipulated by the law. Entities or individuals using land must use the land strictly in accordance with the purposes of land use determined in the overall land utilization plan.

Idle Land

According to the Measures for the Disposal of Idle Land (《閒置土地處置辦法》), promulgated by the Ministry of Land and Resources (now known as the Ministry of Natural Resources) on April 28, 1999 and last amended on June 1, 2012, state-owned construction land where the right holder has failed to commence development within one year after the agreed commencement date in the compensated use contract is considered idle land. State-owned construction land that has commenced development but meets either of the following criteria may also be deemed idle land: (a) developed construction land area accounts for less than one-third of the total designated construction land area; or (b) invested amount is less than 25% of the total project investment, with development activities suspended for a full year.

If the delay in commencing development is not attributable to the government or activities of relevant government departments, the following measures shall apply: (a) for delay exceeding one year, the competent department of land and resources at the municipal or county level shall, after approval by the local people’s government at the corresponding level, issue a “Decision on Collecting Land Idle Fees” to the state-owned construction land use right holder, requiring land idle fees at 20% of the land transfer or allocation price, and the land idle fees shall not be included in production costs; or (b) for delay exceeding two years, the competent department of land and resources at the municipal or county level shall, in accordance with the Land Administration Law of the PRC and the Urban Real Estate Administration Law of the PRC (《中華人民共和國城市房地產管理法》), issue a “Decision on the Withdrawal of State owned Construction Land Use Rights” to the state-owned construction land use rights holder after obtaining approval from the people’s government with approval authority, and withdraw the right to use state-owned construction land without compensation.

REGULATIONS RELATING TO CONSTRUCTION

Construction Work Planning Permit

In accordance with the Urban and Rural Planning Law of the PRC (《中華人民共和國城鄉規劃法》) promulgated by the SCNPC on October 28, 2007 and last amended with effect from April 23, 2019, where construction work is conducted in a city or town planning area, the relevant construction entity shall apply for a construction work planning permit (建設工程規劃許可證) from the competent administrative authority in charge of urban and rural planning.

Construction Work Commencement Permit and Environmental Impact Assessment Approval

According to the Construction Law of the PRC (《中華人民共和國建築法》) promulgated by the SCNPC on November 1, 1997 and last amended with effect from April 23, 2019, a construction entity shall, prior to the commencement of a construction work, apply for a construction permit (施工許可證) from the competent construction administrative authority, except that certain small-scale projects that meet the requirements and conditions set by the competent construction administrative authority are exempted from obtaining a construction permit.

According to the Administrative Measures for Construction Permits of Building Projects (《建築工程施工許可管理辦法》) promulgated by the Ministry of Housing and Urban-Rural Development on October 15, 1999 and last amended with effect from March 30, 2021, any entity in the PRC that carries out construction, fitting-out or decoration of a building and its ancillary

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facilities, installation of supporting lines, pipelines or equipment, as well as the construction of municipal infrastructure projects shall, prior to the commencement of the construction, apply for a construction permit. Construction works with a construction investment amount of less than RMB300,000 or a construction area of less than 300 square meters are not required for construction permits.

According to the Regulations on Quality Management of Construction Projects (《建設工程質量管理條例》) promulgated by the SCNPC on January 30, 2000 and last amended with effect from April 23, 2019, any entity in the PRC constructs without obtaining a construction permit or without obtaining approval for commencement report, it shall be ordered to stop construction, make corrections within a time limit, and fined not less than 1% but not more than 2% of the project contract price.

According to the Environmental Impact Assessment Law of the PRC, any entity in the PRC commences construction without applying for approval for the environmental impact report or the environmental impact statement of the construction project in accordance with the law, the ecological environment department at or above the county level shall order it to stop construction. Depending on the severity of the violation and the consequences of the harm, a fine of not less than 1% but not more than 5% of the total investment of the construction project shall be imposed, and such construction entity may be ordered to restore the original state. If any entity commences construction without approval of the environmental impact report or the environmental impact statement of a construction project obtained, and the entity starts construction without authorization, it shall be punished in accordance with the provisions of the preceding sentence.

Acceptance on Completion of Construction

According to the Administrative Measures for the Administration of Completion Acceptance and Filing of Housing Construction and Municipal Infrastructure Projects (《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》) promulgated by the Ministry of Housing and Urban-Rural Development and taking effect from October 19, 2009, any entity in China that carries out construction works to build, expand or re-build real properties or municipal infrastructure projects shall, within 15 days after the acceptance of the relevant construction work, make a record-filing with the competent construction administration authority.

According to the Regulations on Quality Management of Construction Projects, any entity in the PRC that carries out construction works shall, within 15 days after the acceptance and of the relevant construction work, submit the completion and acceptance report of the construction project and the recognition or permission documents issued by the planning, public security, fire protection, environmental protection and other departments to the construction administrative department or other relevant departments to make a record-filing. If the construction administrative department or other relevant departments discover that the entity has violated the relevant national regulations on construction project quality management during the completion acceptance process, it shall be ordered to stop using and reorganize the completion acceptance. If the completion acceptance report, relevant recognition documents or permission to use documents are not submitted for filing in accordance with the aforementioned regulations, the competent construction department shall order correction and impose a fine of not less than RMB200,000 but not more than RMB500,000.

REGULATIONS RELATING TO FOREIGN EXCHANGE AND DIVIDEND DISTRIBUTION

Foreign Exchange Control

According to the PRC Regulation for the Foreign Exchange (《中華人民共和國外匯管理條例》) promulgated by the State Council in January 1996, which was last amended in August 2008, established the regulatory framework of the administration on foreign currency exchange in the PRC. According to the PRC Regulation for the Foreign Exchange, payments of current account items, such as trade, services, benefits or current transfer-related transactions in foreign currencies,

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in foreign currency may be proceeded without prior approval from the State Administration of Foreign Exchange of the PRC (the “SAFE”) as long as certain procedural requirements are complied with. By contrast, approval from, or registration with, appropriate administrative authorities is required where RMB is to be converted into foreign currency and remitted out of the PRC for items under the capital account such as repayment of foreign currency denominated loans or foreign currency is to be remitted into the PRC under the capital account, such as a capital increase or foreign currency loans extended by an offshore entity to an entity in the PRC.

The SAFE promulgated the Circular on Further Simplifying and Improving Foreign Exchange Administration Policies in Respect of Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) in February 2015, which was further amended in December 2019 and prescribed that the bank instead of SAFE can directly handle the foreign exchange registration and approval under foreign direct investment while SAFE and its branches indirectly supervise the foreign exchange registration and approval under foreign direct investment through the bank. On April 3, 2024, SAFE promulgated the Guidelines on Foreign Exchange Operations for Capital Projects (2024 Edition) (《資本項目外匯業務指引(2024年版)》), which became effective on May 6, 2024, to provide guidelines on foreign exchange operations for capital projects.

The Provisions on Foreign Exchange Control on Direct Investments by Foreign Investors (《外國投資者境內直接投資外匯管理規定》), which were promulgated by the SAFE in May 2013 and last amended in December 2019, regulate and clarify the administration over foreign exchange administration in foreign direct investments.

According to the Circular on the Reform of the Management Method for the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》) promulgated by the SAFE in March 2015 and last amended in March 2023, and the Circular on the Reform and Standardization of the Management Policy of the Settlement of Capital Projects (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) promulgated by the SAFE in June 2016 and amended in December 2023, the settlement of foreign exchange by foreign-invested enterprises shall be governed by the policy of foreign exchange settlement on a discretionary basis.

The Notice of the People’s Bank of China and the SAFE on Issues Concerning the Administration of Funds Raised by Domestic Enterprises through Overseas Listing (《中國人民銀行國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》) issued on December 26, 2025, with effect from April 1, 2026, repealed the Notice of SAFE on Relevant Issue Concerning the Administration of Foreign Exchange for Overseas Listing. For overseas listing, a domestic enterprise shall, within 30 working days from the first trading day of the overseas listing or the completion of over-allotment, apply for overseas listing registration with a competent bank. Funds raised by domestic enterprises through overseas listing shall, in principle, be remitted back to China in a timely manner. If such funds are to be retained overseas for overseas direct investment, overseas securities investment, overseas lending, or other purposes, the enterprise shall obtain approval or filing documents from the competent authorities before the completion of the overseas listing issuance or over-allotment, and shall comply with relevant cross-border fund management regulations.

Dividend Distribution

The SAFE promulgated the Notice on Improving the Check of Authenticity and Compliance to Further Promote Foreign Exchange Control (《國家外匯管理局關於進一步推進外匯管理改革完善真實合規性審核的通知》) in January 2017, which stipulates several capital control measures with respect to outbound remittance of profits from domestic entities to offshore entities, including the following: (1) under the principle of genuine transaction, banks shall check board resolutions regarding profit distribution, the original version of tax filing records and audited financial statements; and (2) domestic entities shall hold income to account for previous years’ losses before

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remitting the profits. Moreover, domestic entities shall make detailed explanations of sources of capital and utilization arrangements, and provide board resolutions, contracts and other proof when completing the registration procedures in connection with an outbound investment.

REGULATIONS RELATING TO INFORMATION SECURITY AND DATA PROTECTION

Information Security and Censorship

On November 7, 2016, the SCNPC promulgated the Cyber Security Law of the PRC (《中華人民共和國網絡安全法》), which was last amended in October 2025, according to which, network operators shall fulfill their obligations to safeguard the security of the network when conducting business and providing services. Those who provide services through networks shall take technical measures and other necessary measures according to laws, regulations and compulsory national requirements to safeguard the safe and stable operation of the networks, respond to network security incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data. The network operator shall not collect personal information irrelevant to the services it provides or collect or use the personal information in violation of the provisions of laws or agreements concluded with its users, and network operators of key information infrastructure shall store within the PRC all the personal information and important data collected and produced within the PRC. The purchase of network products and services that may affect national security shall be subject to national cyber security review.

On June 10, 2021, the SCNPC promulgated the Data Security Law of the PRC (《中華人民共和國數據安全法》), which came into effect on September 1, 2021. The Data Security Law sets forth the regulatory framework and the responsibilities of the relevant administrative authorities in regulating data security. It provides that the central government shall establish a central data security work liaison system, which shall coordinate the relevant authorities covering different industries to formulate the catalogues of key data, and the special measures that shall be taken to protect the security of the key data.

On December 28, 2021, the Cyberspace Administration of China (the “CAC”), jointly with 12 other administrative authorities, promulgated Cybersecurity Review Measures (《網絡安全審查辦法》), which became effective on February 15, 2022. According to the Cybersecurity Review Measures, critical information infrastructure operators that purchase network products and services, and network platform operators engaging in data processing activities that affect or may affect national security are subject to cybersecurity review thereunder. In addition, network platform operators with personal information of over one million users shall be subject to cybersecurity review before listing in a foreign country. The competent administrative authorities may also initiate a cybersecurity review against the operators if the authorities believe that the network product or service or data processing activities of such operators affect or may affect national security.

On September 24, 2024, the State Council released the Regulation on Network Data Security Management (《網絡數據安全管理條例》), which has come into force on January 1, 2025. The Network Data Regulation is not only the first at the administrative regulation level specifically for network data security, but it also serves as a comprehensive implementing regulation for the compliance requirements set out by the Cybersecurity Law, Data Security Law, and Personal Information Protection Law. The Network Data Regulation introduces several key obligations, including requiring network data handlers to specify the purpose and method of personal information processing, as well as the types of personal information involved, before any personal information is handled. It also clarifies definitions for important data, outlines the obligations of those handling important data, establishes broader contractual requirements for data sharing between data handlers, and introduces a new exemption for regulatory obligations regarding cross-border data transfers.

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REGULATIONS RELATING TO LABOR

Labor Law and Labor Contract Law

According to the Labor Law of the PRC (《中華人民共和國勞動法》), which was promulgated by the SCNPC in July 1994 and last amended in December 2018, the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), which was promulgated by the SCNPC in June 2007 and amended in December 2012 and came into effect in July 2013, and the Implementing Regulations of the Employment Contracts Law of the PRC (《中華人民共和國勞動合同法實施條例》), which was promulgated by the State Council in September 2008, labor contracts in written form shall be executed to establish labor relationships between employers and employees. In addition, wages cannot be lower than local minimum wage.

Social Insurance and Housing Provident Funds

According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) promulgated on October 28, 2010 and amended with effect from December 29, 2018, employers in China are required to contribute, on behalf of their employees, to a number of social security funds, including funds for basic pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance, as well as other welfare plans. These payments are made to local competent administrative authorities, and any employer who fails to pay social insurance premiums in full and on time, the social insurance premium collection agency shall order it to pay or make up for the arrears within a specified period of time, and impose a daily late fee of 0.05% from the date of arrears; If the overdue payment is still not made, the relevant administrative department shall impose a fine of not less than one time but not more than three times the amount owed. Therefore, considering that the cumulative under-provided amount for social insurance is RMB5.8 million as of April 30, 2026, our maximum financial exposure for non-compliance with social insurance requirements is three times this amount plus late fee.

According to the Regulation on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was implemented on April 3, 1999 and latest revised on March 24, 2019, any entity that fails to make payment of housing provident fund for its employee within the time limit or has a shortfall in payment of housing provident fund will be ordered to make the payment or make up the shortfall within the prescribed time limit, otherwise, the housing provident management center is entitled to apply for compulsory enforcement with the People's Court. The cumulative under-provided amount for housing provident fund is RMB1.7 million as of April 30, 2026, which is our maximum financial exposure for non-compliance with housing provident fund requirements. According to the Interpretation II of the Supreme People's Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) enacted by the Supreme People's Court on July 31, 2025 and implemented on September 1, 2025. Where an employer and an employee enter into an agreement or an employer undertakes that social insurance contributions need not be paid by both parties, the people's court shall determine that the agreement or undertaking is invalid. Where an employer fails to pay social insurance contributions in accordance with the law, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to the Labor Contract Law, the People's Court shall support such claims in accordance with the law. Considering (i) that the Company and the relevant employees have never signed any agreement that no payment of social insurance would be required to be made by the Company; and (ii) that during the Track Record Period and up to the Latest Practicable Date, no employee has brought a lawsuit or arbitration in respect of payment of social insurance, our PRC Legal Adviser is of the view that (i) the aforementioned judicial interpretation does not expand our Company's penalty exposure; (ii) the aforementioned judicial interpretation does not repeal the social insurance laws and regulations currently in force of the PRC; and (iii) as of the Latest Practicable Date, no pending litigation or arbitration of the Company is applicable to the aforementioned judicial interpretations. Based on the aforementioned view of the PRC Legal Adviser, our Reporting Accountants are of the view that provision should be made. In 2023, 2024 and 2025, our provision

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for social insurance and housing provident fund amounted to RMB2.4 million, RMB0.6 million and RMB0.3 million, respectively, and the Company is of the view that the amount of provision made is justified given the aforementioned bases.

We have adopted the following rectification procedures: (i) assigning the members of our compliance department to monitor our ongoing compliance with the social insurance and housing provident fund contribution regulations and oversee the implementation of any necessary measures; (ii) increasing awareness of developments in the law by requiring the human resources department to regularly review and closely monitor the latest laws and policies issued by the relevant government authorities on an annual basis; (iii) actively communicating with relevant local social insurance and housing provident fund authorities to stay informed of the latest regulatory developments; and (iv) gradually increasing contribution to reduce under-provided percentage starting from June 2026. Furthermore, we plan to adopt additional rectification procedures promptly within the prescribed period when required by the competent authorities, which procedures may include (a) strengthening management to ensure accurate calculation, declaration, and payment of social insurance and housing provident fund contributions in compliance with applicable laws and regulations; (b) assigning separate staff for calculation and review; (c) requiring preparer and reviewer to separately sign off after completing their calculation and review; and (d) requiring internal audit departments to conduct regular checks on declarations and payments to ensure compliance.

REGULATIONS RELATING TO TAX

According to the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated by the National People’s Congress in March 2007 and last amended in December 2018, and the Implementation Rules of the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council in December 2007 and last amended in December 2024, other than a few exceptions, the income tax rate for both domestic enterprises and foreign-invested enterprises is 25% and enterprise qualified as “High and New Technologies Enterprises” are permitted to enjoy a reduced 15% enterprise income tax rate.

According to the Announcement of the Ministry of Finance and the State Taxation Administration on Preferential Income Tax Policies for Small Low-profit Enterprises and Businesses Owned by Individuals (《財政部 國家稅務總局關於小微企業和個體工商戶所得稅優惠政策的公告》) published on March 26, 2023 and the Announcement of the Ministry of Finance and the State Taxation Administration on Relevant Tax Policies for Further Supporting the Development of Small Low-profit Enterprises and Businesses Owned by Individuals (《財政部 國家稅務總局關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》) published on August 2, 2023, the policy that the annual taxable income of a small low-profit enterprise that is not more than RMB1 million shall be included in its taxable income at the reduced rate of 25%, with the applicable enterprise income tax rate of 20% will continue to apply from January 1, 2023 to December 31, 2027.

According to the Value-Added Tax Law of the PRC (《中華人民共和國增值稅法》) promulgated by the SCNPC on December 25, 2024, except stipulated otherwise, taxpayers who sell goods, provide processing, repair and replacement services or tangible personal property leasing services or import goods shall be subject to a 13% tax rate; taxpayers who sell transport services, postal services, basic telecommunications services, construction services, or real property leasing services, sell real property, transfer the land use right, sell or import certain goods, unless otherwise provided, shall be subject to an 9% tax rate, and taxpayers who sell services or intangible assets, unless otherwise provided, shall be subject to a 6% tax rate.

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According to the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Double Tax Avoidance Arrangement**”) promulgated in August 2006 and came into effect in December 2006, and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5%. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《關於執行稅收協定股息條款有關問題的通知》) which was promulgated by the State Taxation Administration in February 2009, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment; and based on the Announcement on Certain Issues with Respect to the “Beneficial Owner” in Tax Treaties (《國家稅務總局關於稅收協定中“受益所有人”有關問題的公告》) which was promulgated by the State Taxation Administration in February 2018 and came into effect in April 2018, if an applicant’s business activities do not constitute substantive business activities, it could result in the negative determination of the applicant’s status as a “beneficial owner”, and consequently, the applicant could be precluded from enjoying the above-mentioned reduced income tax rate of 5% under the Double Tax Avoidance Arrangement.

REGULATIONS RELATING TO COMPANY ESTABLISHMENT AND FOREIGN INVESTMENT

The establishment, operation and management of corporate entities in the PRC are governed by the Company Law of the PRC (《中華人民共和國公司法》), the “**Company Law**”, which was promulgated by the SCNPC in December 1993 and last amended in December 2023. According to the PRC Company Law, companies are generally classified into two categories: limited liability companies and companies limited by shares. The Company Law also applies to foreign-invested joint stock limited companies.

Investment activities in the PRC by foreign investors are governed by the Provisions on Guiding Foreign Investment Direction (《指導外商投資方向規定》), which was promulgated by the State Council in February 2002 and came into effect in April 2002, and the Special Administrative Measures for the Access of Foreign Investment (Negative List) (《外商投資准入特別管理措施(負面清單)(2024年版)》), the “**Negative List**”, which was promulgated by the Ministry of Commerce (the “**MOFCOM**”) and National Development and Reform Commission (the “**NDRC**”) in September 2024, and came into effect in November 2024, and the Catalogue of Encouraged Industries for Foreign Investment (2025 version) (《鼓勵外商投資產業目錄(2025年版)》) (the “**Encouraged Catalogue**”), which was promulgated by the MOFCOM and the NDRC in December 2025 and came into effect in February 2026. The Provisions on Guiding Foreign Investment Direction divides foreign investment projects into four categories, namely “encouraged”, “permitted”, “restricted” and “prohibited” categories. The Encouraged Catalogue lists the foreign investment projects of the encouraged category, while the Negative List set out the foreign investment projects of the restricted and prohibited categories, and foreign investment projects which fall outside the encouraged, restricted and prohibited categories belong to the permitted category. The Negative List sets out the restrictive measures in a unified manner, such as the requirements on shareholding percentages and corporate governance, for the access of foreign investments, and the industries that are prohibited from receiving foreign investment. The Negative List covers 11 industries, and any field not falling under the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment.

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The Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the “**Foreign Investment Law**”) was promulgated by the Nation People’s Congress in March 2019 and came into effect in January 2020. After the Foreign Investment Law came into effect, the Law on Wholly Foreign-owned Enterprises of the PRC (《中華人民共和國外資企業法》), the Law on Sino-foreign Equity Joint Ventures of the PRC (《中華人民共和國中外合資經營企業法》) and the Law on Sino-foreign Cooperative Joint Ventures of the PRC (《中華人民共和國中外合作經營企業法》) have been repealed simultaneously. The investment activities of foreign natural persons, enterprises or other organizations (collectively, the “**Foreign Investors**”) directly or indirectly within the territory of China shall comply with and be governed by the Foreign Investment Law, including: (1) establishing by foreign investors of foreign-invested enterprises in China alone or jointly with other investors; (2) acquiring by foreign investors of shares, equity, property shares, or other similar interests of Chinese domestic enterprises; (3) investing by foreign investors in new projects in China alone or jointly with other investors; and (4) other forms of investment prescribed by laws, administrative regulations or the State Council.

The Measures on the Security Review of Foreign Investment (《外商投資安全審查辦法》) promulgated by the NDRC and the MOFCOM on December 19, 2020 and taking effect on January 18, 2021 sets forth provisions concerning the security review mechanism on foreign investment, including the types of investments subject to review, the scopes of review and procedures to review, among others.

REGULATIONS RELATING TO OVERSEAS SECURITIES OFFERING, LISTING AND FULL CIRCULATION OF “H SHARES”

Overseas Offering and Listing

On February 17, 2023, the China Securities Regulatory Commission (the “**CSRC**”) released the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the supporting guidelines (collectively, the “**Trial Filing Measures**”), which came into effect on March 31, 2023. If a domestic company seeks for overseas securities issuance and listing, the issuer shall file with the CSRC in accordance with the Trial Filing Measures.

According to the Trial Filing Measures, the issuer shall submit the required filing documents to the CSRC within three working days after the overseas listing application is submitted to the relevant overseas regulator or listing venue. Once the filing documents are complete and in compliance with the stipulated requirements, the CSRC will, within 20 working days, conclude the review procedure and publish the filing results on the CSRC website. To the extent the filing documents are incomplete or do not conform to stipulated requirements, the CSRC will, within five working days upon receipt of filing documents, request supplementation and amendment to the filing. Then the issuer has 30 days to prepare any requested supplemented/amended filing. In addition, following the listing in an overseas market, the issuer shall submit a report to the CSRC within three working days after the occurrence and public disclosure of the following events involving the issuer: (1) change of control; (2) investigations or sanctions imposed by overseas regulators; (3) change of listing status or transfer of listing market; and (4) voluntary or involuntary delisting.

The Trial Filing Measures also stipulates that following cases may be rejected by the CSRC: (1) offerings and listings are explicitly prohibited by laws and regulations; (2) offerings and listings may endanger national security as reviewed and determined by competent authorities under the PRC State Council in accordance with law; (3) domestic companies of the listing applicant or its controlling shareholder or actual controlling person are involved in criminal offenses in the last three years, such as corruption, bribery, embezzlement, misappropriation of property, or undermining the order of the socialist market economy; (4) domestic companies of the listing applicant is under investigations for suspicion of criminal offenses or is involved in major

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violations of laws and regulations and no conclusion of the investigation has yet been made; or (5) there are material ownership disputes over equity interests held by controlling shareholders or by shareholders who are controlled by the controlling shareholder or actual controlling person.

Full Circulation of “H Shares”

“Full Circulation” represents listing and circulating on the Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, CSRC announced the Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) (“**Full Circulation Guidelines**”), which were amended on August 10, 2023. As regulated in the Full Circulation Guidelines, shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share listed company corresponding to these shares may be authorized to file for “full circulation” with the CSRC. An unlisted domestic joint stock company may file with the CSRC for “full circulation” at the time of its offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be converted back domestically. Pursuant to the Overseas Listing Trial Measures, for a domestic company directly offering shares and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and offering on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf. On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange jointly announced the Measures for Implementation of H-share “Full Circulation” Business (《H股“全流通”業務實施細則》) (the “**Measures for Implementation**”). The businesses of cross-border share transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, and other details in relation to the H-share “Full Circulation” business are subject to the Measures for Implementation.

CSRC Requirements on Confidentiality and Archives Administration for Overseas Offering and Listing

On February 24, 2023, the CSRC, the Ministry of Finance, State Secretary Administration and State Archives Bureau jointly released the revised Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the “**Archives Administration Provisions**”), which came into effect on March 31, 2023. According to the Archives Administration Provisions, the Domestic Companies shall establish and implement a solid confidentiality and archives administration system. If a Domestic Company decides to disclose any documents or materials containing state secrets, work secrets of state authorities or any information that may be detrimental to national security or public interest once leaked, proper governmental approval procedures should be followed. After obtaining the governmental clearance, the Domestic Company disclosing such information, as one party, and the securities companies and securities services providers receiving such information, as the other party, shall also enter into non-disclosure agreements, setting forth the confidentiality obligations of the securities companies and securities services providers. When providing the above information to the securities companies and securities services providers retained by it, the Domestic Companies are also required to issue a written statement outlining their compliance with the relevant regulatory requirements and procedures.

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In terms of providing accounting archives or copies thereof to any other entities or persons, such as securities companies, securities services providers and overseas regulators, the Archives Administration Provisions stipulate that relevant governmental procedures should be complied with.

Any violation of the above regulations may subject the Domestic Companies to regulatory penalties under the Safeguarding State Secrets Law of the PRC (《中華人民共和國保守國家秘密法》) and the Archives Law of the PRC (《中華人民共和國檔案法》) and even criminal liabilities to the extent applicable.

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OVERVIEW

We are a biopharmaceutical company specializing in assisted reproductive drugs and ophthalmic drugs. Targeting areas where existing treatment options have limitations, we have built a comprehensive R&D system and internal production capabilities at a commercial scale. Leveraging these resources, we have independently developed a diverse product portfolio in both fields comprised one NMPA-approved product (JZB30), one NDA under review (JZB33), one Phase 3 candidate (JZB05) and other clinical-stage programs. As of the Latest Practicable Date, we have obtained official approval for the commercialization of our Core Product in the therapeutic area of assisted reproduction, JZB30 (rhFSH lyophilized form for injection), and have submitted an NDA for one of our key products, JZB33 (rhFSH liquid form for injection). Meanwhile, our Core Product in the ophthalmology field, JZB05 (anti-VEGF intravitreal injection), is undergoing Phase 3 clinical trials at over 40 centers across mainland China. Committed to providing high-quality, affordable, and reliable products, we aspire to become a leader in China’s assisted reproductive and ophthalmic drug markets.

Our Market Opportunities

Assisted reproductive drugs

The assisted reproductive drug market, a critical segment of the assisted reproduction field, is experiencing sustained growth. In this market, ovulation stimulation drugs are pivotal in assisted reproduction cycles, with FSH drugs recommended as first-line treatments for ovulation stimulation. FSH drugs also account for the largest proportion of drug costs in an assisted reproduction cycle. According to Frost & Sullivan, China’s assisted reproductive drug market size increased from RMB4.2 billion in 2019 to RMB5.8 billion in 2025 with a CAGR of 5.4%. It is expected to continue to increase with a CAGR of 12.8% from 2026 to 2030, reaching RMB11.3 billion.

Ophthalmic drugs

The ophthalmic disease landscape in China has witnessed a fast increase in the incidence of vision-threatening eye conditions. Notably, retinal diseases were newly prioritized in the “14th Five-Year Plan for National Eye Health (2021-2025)” and have become a leading cause of blindness currently. According to Frost & Sullivan, China’s ophthalmic drug market size increased from RMB19.4 billion in 2019 to RMB31.5 billion in 2025 with a CAGR of 8.4%. It is expected to continue to increase to RMB51.9 billion in 2030 with a CAGR of 11.2% from 2026 to 2030.

In this market, fundus neovascular diseases (FND), mainly including wet age-related macular degeneration (wAMD), diabetic retinopathy (DR), retinal vein occlusion (RVO), and myopic choroidal neovascularization (mCNV), continue to see a growing patient population. Anti-VEGF drugs are recommended as first-line therapies for FNDs in numerous authoritative guidelines. According to Frost & Sullivan, China’s anti-VEGF drug market for FNDs has expanded at a CAGR of 17.7% from 2019 to 2025, reaching RMB6.4 billion in 2025, and is expected to expand at a CAGR of 13.4% from 2026 to 2030 reaching RMB12.6 billion.

In the meantime, there are currently no specific treatments available for symptomatic vitreomacular adhesion (sVMA) in China. Even with early diagnosis, the condition is managed conservatively, and patients often endure severe vision impairment before resorting to highly invasive vitrectomy, which physically relieves the adhesion but offers limited vision preservation. Meanwhile, according to Frost & Sullivan, the number of sVMA patients in China grew from 37.1 million in 2019 to 42.9 million in 2025, with a CAGR of 2.5%. It is estimated that by 2030, the number of sVMA patients in China will reach 48.6 million, growing with a CAGR of 2.5% from 2026 to 2030. The imbalance between growing treatment demand and limited therapeutic options highlights significant clinical needs. As of the Latest Practicable Date, our JZB32 (ocriplasmin biologic candidate) is the first and only in-development drug treatment for sVMA in China, according to Frost & Sullivan.

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Our Product Pipeline

As of the Latest Practicable Date, we were developing a total of eight drug candidates, three of which were in advanced stages, including (i) one candidate for which NDA approval had been granted, (ii) one candidate for which an NDA had been submitted, and (iii) one candidate undergoing Phase 3 clinical trials. Furthermore, we have several other drug candidates at various stages of clinical trials.

The pipeline chart below summarizes the development status of our approved and clinical-stage drug candidates and selected preclinical assets, developed by us, as of the Latest Practicable Date.

Therapeutic Area	Drug Category	Drug	Registration Category	Source	Indications	Preclinical	IND Approval	Phase 1	Phase 2	Phase 3	NDA filed	Approval	Regulator	Commercialization Rights	Expected Near-term Milestone
Assisted Reproductive	rFSH	Lyophilized form	Category 3.3 Biosimilars	Self-developed	Ovulation Stimulation							April 2025	NMPA	Global ⁽¹⁾	Received the New Drug Approval for market launch in April 2025
			Category 3.3 Biosimilars	Self-developed	Hypogonadotropic hypogonadism					September 2025			NMPA	Global	Phase 3 initiated in September 2025 and expected to complete in the fourth quarter of 2027
		Liquid form	Category 3.3 Biosimilars	Self-developed	Ovulation Stimulation						June 2025		NMPA	Global (Excluding EU/UK/US Markets) ^{2,3}	New Drug Approval in the fourth quarter of 2026
		Long-acting	Category 3.2 Biologics	Self-developed	Ovulation Stimulation		January 2025						NMPA	Global	Timing of Phase 1 to be determined
Ophthalmology	rHLH	Normal Concentration	Category 3.3 Biosimilars	Self-developed	Ovulation Stimulation								NMPA	Global	IND submission in 2026
			Category 3.3 Biosimilars	Self-developed	FNDs								NMPA	Global	Phase 3 completion in the second half of 2026
	Anti-epilept (Biosimilars to Epilex®)	High Concentration	Category 3.3 Biosimilars	Self-developed	FNDs								NMPA	Global	IND submission in 2026
		Ocuplasmin	Category 3.2 Biologics	Self-developed	AMMA		February 2026						NMPA	Global	Phase 1 completed in February 2026
		TDN Drug	Category 2.2 Modified Biological Drug	Self-developed	PCV			August 2024					NMPA	Global	Phase 1 completion in 2026
			Category 1 Innovative Drug	Self-developed	Fundus Disease								NMPA	Global	IND submission in 2027
★ Our Core Product ★ Our Key Product 🏠 Clinical Trial in China 🔍 Directly Entered into Next Phase⁽⁶⁾															

Notes:

- (1) For the commercialization of IZB30 in mainland China, we intend to leverage our in-house team and adopt a distributorship model.

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- (2) For JZB33, the commercialization rights in the EU, U.K. and U.S. market have been licensed to Nanjing King-Friend Biochemical Pharmaceutical Co., Ltd. (SHA: 603707) (Nanjing King-Friend), a publicly listed company in China, and Nanjing King-Friend will independently handle JZB33's regulatory applications, development and sales in the U.S. In the domestic market, we plan to collaborate with leading pharmaceutical companies to drive sales growth through JZB30's established distribution channels. See “— Commercialization, Sales, Marketing and Distribution — Collaboration with Third-Party Distributors” and “— Commercialization, Sales, Marketing and Distribution — Collaboration for Overseas Sales and Marketing — Collaboration with Nanjing King-Friend.”
- (3) The trial results of JZB33 were carried over from JZB30, which enabled us to share JZB30's Phase 3 clinical trial results with JZB33 to enter into the NDA filing stage for JZB33.
- (4) We entered into an exclusive commercialization agreement with Kangzhe Vision Technology for JZB05 in Chinese Mainland. For details, see “— Our Drug Candidates — Our Ophthalmic Drug Candidates — Our Core Product: JZB05 aflibercept solution (a biosimilar to Eylea®) — Collaboration arrangements and commercialization plans.”
- (5) Category 3.3 biosimilars in China refer to biosimilar drugs that are highly similar to existing innovative biologics, typically registered based on the quality, efficacy, and safety data of the original drug, after undergoing rigorous clinical validation. Category 3.2 biologics refer to biologic drugs that have already been marketed abroad but not yet approved to be manufactured and marketed domestically. Category 2.2 improved biological drugs refer to biological drugs improving domestically or internationally marketed products to enhance the safety, efficacy, and quality control, making them significantly advantageous and adding new indications not approved domestically or internationally and/or changing the target patient population. Category 1 biologics refer to innovative therapeutic biological products that have not been approved for commercialization domestically or internationally.
- (6) In China, biosimilars may be exempt from Phase 2 clinical trials if analytical, non-clinical, and Phase 1 pharmacokinetic/pharmacodynamic studies sufficiently demonstrate high similarity to the reference biologic.
- (7) All of our clinical trials have been authorized and regulated by NMPA, as of the Latest Practicable Date.
- (8) All of our clinical trials are based on monotherapy, as of the Latest Practicable Date.

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Our Core Products

JZB30 is positioned to become our first commercialized product in the therapeutic area of assisted reproduction. It is a rhFSH product in lyophilized form, developed by us as an ovulation stimulation drug for use in assisted reproduction cycles. *JZB30* is a biosimilar to Gonal-F[®] lyophilized form, an imported product that held the highest market share in the global ovulation stimulation market in 2024 and the first quarter of 2025. We have completed Phase 1 and Phase 3 clinical trials, conducting head-to-head comparisons between *JZB30* and the reference drug (Gonal-F[®]) for controlled ovarian stimulation in assisted reproduction treatment, and we received NDA approval from the NMPA for *JZB30* in April 2025. We are also developing *JZB30*’s indication expansion for hypogonadotropic hypogonadism.

Leveraging our proprietary complex glycoprotein technology, we can produce over 700,000 doses of *JZB30* final product in a single batch using a 200L fermentation scale. Importantly, six quality standards have confirmed that *JZB30*’s sialic acid modification, a critical quality attribute (CQA), is highly similar to that of the reference drug. Clinical studies have further demonstrated that *JZB30* meets all clinical safety and efficacy equivalence standards with respect to the reference drug. In clinical trials, we have already helped bring about 100 babies into the world.

JZB05 is expected to become our first commercialized product in ophthalmology. It is a self-developed anti-VEGF intravitreal injection candidate, primarily intended for the treatment of wAMD, DME, and other FNDs. *JZB05* is a biosimilar to aflibercept (Eylea[®]), the highest revenue ophthalmic and anti-VEGF drug globally. According to Frost & Sullivan, aflibercept (Eylea[®]) achieved annual global sales of US\$9.5 billion in 2024. As of the Latest Practicable Date, *JZB05* has completed Phase 1 clinical studies comparing it head-to-head with the reference drug (Eylea[®]) and has entered Phase 3 clinical trials for further comparison. We anticipate completing Phase 3 trials and submitting an NDA for marketing authorization in the second half of 2026. Through a single round of glycan optimization (a process that traditionally requires multiple rounds), we developed *JZB05* molecule with glycosylation types and ratios highly similar to the reference drug. In Phase 1 clinical studies, *JZB05* demonstrated highly similar safety, efficacy, and pharmacokinetics compared to the reference drug.

Our Key Products

JZB33 is our self-developed rhFSH candidate in liquid form, developed as an ovulation stimulation drug for use in assisted reproduction cycles. It is a biosimilar to Gonal-F[®] liquid form. Building on the foundation of *JZB30*, *JZB33* features a liquid formulation and is provided with a pre-filled, cartridge-based injection pen. This enables easier pressure-assisted self-administration, significantly improving convenience. Leveraging our clinical research on *JZB30*, we received approval from the NMPA to simplify the clinical development of *JZB33*, allowing it to proceed to the NDA filing stage through bioequivalence trials focused on pharmacokinetic parameters compared to the reference drug (Gonal-F[®]), along with *JZB30*’s Phase 3 clinical trial results. We completed the bioequivalence study for *JZB33* and submitted an NDA in June 2025, which has been accepted for review.

JZB32 is our self-developed recombinant human truncated plasmin (ocriplasmin) biologic candidate, developed for the treatment of sVMA. Ocriplasmin addresses the structural instability defects of endogenous plasmin while retaining its catalytic properties to dissolve adhesions, making it a “molecular scalpel.” Unlike vitrectomy, which relies on physically cutting and removing adhesions with microscopic surgical tools, ocriplasmin enzymatically targets abnormal adhesion components as its substrate, enabling rapid and precise degradation. This mechanism releases the vitreous from its traction on the retina, helping to preserve vision. According to Frost & Sullivan, *JZB32* is the only ocriplasmin product under clinical development in China. As of the Latest Practicable Date, we had completed the Phase 1 clinical trial for the sVMA indication. Beyond sVMA, we are also exploring *JZB32*’s potential application in other fundus diseases. A Category 2.2 improved biological product study is currently underway to evaluate *JZB32* for the treatment of polypoidal choroidal vasculopathy (PCV), further unlocking its clinical potential.

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Our R&D Technologies

The precision control process development platform that we leverage in the R&D of our biologics includes: (i) a complex glycoprotein process development technology that efficiently manages glycosylation to ensure our drug candidates achieve optimal biological performance, use for JZB30, JZB33, JZB35, JZB05 and JZB07; (ii) an enzyme protein process development technology that overcomes common degradation challenges in the yeast expression system by precisely controlling the fermentation environment, ensuring high yields and enabling the development of JZB32; and (iii) a “smart long-acting” drug development technology that customizes long-acting effects by utilizing a portfolio of advanced methods, including human chorionic gonadotropin (hCG) carboxyl-terminal peptide (“CTP”) fusion technology, Fc (IgG1 Fc region) fusion technology, polyethylene glycol (PEG) modification technology, as well as high-concentration protein drug formulation technology, which have been used for JZB36 and JZB07.

Our Production Capabilities

We have independently established commercial-scale production lines based on eukaryotic and prokaryotic expression systems to ensure a stable and cost-effective product supply. Our production facilities, located in Chengdu, Sichuan, and Xuzhou, Jiangsu (Xuzhou facility has completed construction and is undergoing facility validation as of the Latest Practicable Date), are designed to operate in compliance with GMP standards and have a combined planned production capacity exceeding 5,000L. These facilities can meet the manufacturing demands of various protein-based drugs, with allocated production capacity tailored to support both current and future pipeline needs to maximize utilization and reduce per-unit production costs.

Our Commercialization Capabilities

We commercialize our products through our in-house team as well as collaborations tailored to different products. Our commercialization strategy relies on collaboration tailored to specific products and regions: (i) for our core ophthalmology pipeline in Chinese Mainland, we have entered into an exclusive commercialization agreement for JZB05 with Kangzhe Vision Technology, a subsidiary of CMS. We selected Kangzhe for its established nationwide ophthalmology portfolio and expert network, which is expected to accelerate market access and academic adoption, while maintaining control over commercialization; (ii) for overseas markets, we collaborate with Rxilient Medical Pte. Ltd., another CMS subsidiary, to register and commercialize JZB30/JZB33 and JZB05 in certain territories by leveraging an efficient regulatory reliance strategy. We also collaborate with King-Friend Biochemical Pharmaceutical Co., Ltd. to support the registration and commercial promotion of our FSH product, JZB33, in the U.S. market by licensing our proprietary technology and cell line.

Our Team

Our founder and CEO, Dr. Peng Hongwei, with over 30 years of biopharmaceutical R&D experience, has made significant contributions to the field, including the groundbreaking work on “Mechanism of Tumor Angiogenesis and its Application in Anti-Angiogenesis Therapy,” which earned the National Science and Technology Progress Award (First Class) (國家科技進步一等獎). He also led the development of Xinhusu[®] (新活素[®]), a national Category 1 biologic drug, which has been a unique offering in the domestic market for nearly 20 years and is recommended as a first-line treatment in the National Acute Heart Failure Treatment Guidelines. Additionally, Ms. Zhang Xuemei, overseeing our quality control and production management, has over 25 years of experience and received the National Science and Technology Progress Award (Second Class) (國家科技進步二等獎) for her work on PEG-modified recombinant protein drugs. Together, they form a strong leadership team that drives our growth and innovation.

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Since our establishment, we have received significant investments from a group of healthcare-focused investors, including Hangzhou Tigermed (an investment fund established by Tigermed), Zhonghe Anke (an industry fund sponsored by Anhui Anke Biotechnology (Group) Co., Ltd.), Zhonghe AUTEK (an industrial fund backed by AUTEK CHINA INC.), Xiamen Yinglian (sponsored and invested by Jiangsu Hengrui Pharmaceuticals Co., Ltd. and Guangji Investment, a wholly-owned investment platform of Boji Medical Technology Co., Ltd.). This strong network of investors has not only provided us with expansion opportunities but also empowered our efforts in drug development and commercialization.

OUR STRENGTHS

Focused on the Needs of “the Elderly and the Young,” Building a Leading Brand in Assisted Reproduction and Ophthalmology.

In response to the broader societal challenges of declining birth rates and an aging population, we have prioritized the future health needs of society by focusing on assisted reproductive and ophthalmic drugs, seizing the market opportunities these markets present.

The assisted reproduction market in China has been growing, driven by rising infertility rates and the rapid advancement of assisted reproductive technologies. Within the assisted reproductive drug market, a critical segment of the field, ovulation stimulation drugs are one of the most significant in assisted reproduction cycles. FSH drugs, recommended as first-line ovulation stimulation medications by numerous domestic and international guidelines, account for the largest proportion of drug costs in an assisted reproduction cycle. It is expected to grow at a CAGR of 15.6% from 2026 to 2030, reaching RMB7.2 billion. The FSH drug market is currently dominated by imported branded products. However, domestic FSH drug manufacturers are expected to expand their market presence.

Meanwhile, the prevalence of vision-threatening FNDs continues to increase, against which anti-VEGF drugs are recommended as the first-line therapies. However, the development of this market in China has lagged behind other markets. According to Frost & Sullivan, in 2024, the treatment penetration rate of anti-VEGF therapy in China was less than 1.5%, compared to less than 10% in the United States. As patient numbers continue to grow, key factors such as the increased accessibility of drugs through biosimilars, the growing expertise of ophthalmologists in applying anti-VEGF therapies, better patient education about anti-VEGF drugs, and improved affordability and patient compliance are expected to drive a significant increase in both the penetration rate and market size of anti-VEGF treatments in China. According to Frost & Sullivan, China’s anti-VEGF drug market for FNDs has expanded at a CAGR of 17.7% from 2019 to 2025, reaching RMB6.4 billion in 2025, and is expected to expand at a CAGR of 13.4% from 2026 to 2030 reaching RMB12.6 billion.

Furthermore, the increasing prevalence of sVMA increasingly demands effective therapeutic interventions. This underscores the urgency and potential value of developing new corresponding therapeutic approaches and drug delivery systems. As a non-surgical solution, ocriplasmin presents a promising opportunity to meet this rising unmet medical need.

As of the Latest Practicable Date, we are developing a total of eight drug candidates targeting assisted reproduction and ophthalmology. Capitalizing on our years of expertise in biopharmaceutical product development, our differentiated product portfolio is designed to address the diverse needs of patients. This patient-centric approach not only enhances patient retention but also strengthens our position as a leading brand, trusted by both doctors and patients in our focus areas.

Developing a Diverse Portfolio in Assisted Reproduction.

FSH drugs are recommended as first-line treatments for ovulation stimulation and account for the largest proportion of drug costs in assisted reproductive medications in such cycles. We focus on improving drug accessibility through basic products, enhancing patient compliance with premium offerings, and improving clinical outcomes through product combinations.

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JZB30 plus JZB33. JZB30, one of our Core Products, is positioned to become our first commercialized rhFSH biosimilar in lyophilized form, which has demonstrated clinical equivalence to the imported reference drug (Gonal-F[®] lyophilized form). To complement JZB30, we are developing JZB33, a rhFSH biosimilar candidate in liquid form (Gonal-F[®] liquid form). Based on JZB30, JZB33 features an optimized formulation and is delivered via a pre-filled, cartridge-based injection pen, enabling easier self-administration. In 2024, among the marketed rhFSH products in China, GONAL-F[®] accounted for approximately 51.5% of market share. Our rhFSH candidates, JZB30 and JZB33, have shown a more stable production source, higher purity and better safety and efficacy, compared to uFSH drugs, and are expected to have greater efficiency in domestic distribution and cost advantages over imported rhFSH products. The combination of JZB30 and JZB33 enhances our products’ competitiveness, which could position us to take market share from both uFSH and imported rhFSH products.

JZB36, our rhFSH-CTP biologic candidate, is specifically developed as a long-acting rhFSH product in ovulation stimulation. Utilizing CTP fusion technology, JZB36 significantly extends the half-life of FSH, allowing a single injection of the recommended dose of JZB36 to replace seven consecutive daily injections of rhFSH, and covers the first half of ovulation stimulation phase. This long-acting formulation not only improves convenience but also offers doctors with flexibility in adjusting the overall medication.

JZB35. We also developed JZB35, a recombinant human luteinizing hormone (rhLH) candidate for ovulation stimulation that is a biosimilar to the marketed product Luveris[®]. When combined with JZB30 or JZB33 during the ovulation stimulation process, JZB35 can further stimulate follicular development, particularly in female patients with insufficient endogenous LH, helping to address incomplete follicular maturation. According to Frost & Sullivan, JZB35 represents the only domestic drug at preclinical stage for a Luveris[®] biosimilar. It will broaden ovulation stimulation options for patients with varying baseline conditions.

Exploring Biosimilars and Innovative Therapeutics That Target Vision-Threatening Eye Diseases.

In ophthalmology, we target vision-threatening retinal diseases, including FNDs and vitreoretinal interface diseases. By optimizing manufacturing processes for biosimilars, we aim to reduce costs, enhance efficiency, and improve drug accessibility. Furthermore, through formulation innovation, developing innovative therapeutics, and exploring new indications, we strive to close clinical gaps and improve treatment options.

JZB05, an anti-VEGF intravitreal injection candidate, is expected to become our first commercialized product in the ophthalmology field and is expected to submit NDA in the second half of 2026. It is a biosimilar to Eylea[®], the highest revenue ophthalmic and anti-VEGF drug in 2023 and 2024 globally. By optimizing the production process and establishing in-house production lines, we strive to reduce costs while maintaining clinical equivalence standards to the reference drug. Once JZB05 is launched, we believe its low cost could increase accessibility for FND patients.

JZB07 is a high-concentration aflibercept intravitreal injection (8mg formulation) candidate, developed as an advancement of JZB05. Compared to the standard aflibercept formulation (2mg, such as JZB05), JZB07 has the potential to extend the dosing interval from once a month to once every four months. This innovation addresses the challenge of frequent intravitreal injections during the initial stages of treatment, improving patient compliance and overall treatment experience.

JZB32 is an ocriplasmin biologic candidate that addresses the critical lack of non-surgical treatment options for vitreoretinal interface diseases in China, particularly sVMA, by precisely degrading abnormal adhesive tissue at the molecular level. Currently, sVMA can only be treated with surgical interventions such as vitrectomy in China. JZB32 is expected to become the first drug for this indication in China and may ultimately transform the treatment of sVMA. According to Frost & Sullivan, JZB32 is the only ocriplasmin product under clinical development in China. Simultaneously, by researching disease mechanisms and drug action pathways, we have led the investigation into the potential application of JZB32 for a new indication — PCV.

R&D Technologies with High Applicability and Scalability Driving the Continuous Advancement of Our Product Pipeline.

We have developed a precision-controlled process R&D platform tailored to our drug candidates, enabling detailed process optimization to meet the complex demands of biopharmaceutical development. This platform allows us to rapidly adjust process parameters in response to changing production conditions, ensuring consistent product quality and high production efficiency.

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Complex glycoprotein process development technology. It addresses the key challenge that glycosylation, a critical CQA for protein drugs, is highly sensitive to subtle changes in the culture environment. By using a proprietary, systematic approach, our technology precisely controls this variation, ensuring the successful and reliable development of drug candidates like JZB30, JZB33, and JZB05.

Enzyme protein process development technology. It overcomes common degradation challenges in yeast expression systems by precisely controlling the fermentation environment, ensuring high-yield, stable production of enzyme proteins and enabling the development of our ocriplasmin candidate, JZB32.

Long-acting drug development technology. Guided by a “smart long-acting” philosophy, it customizes the duration of drug effects to specific clinical needs using a portfolio of advanced methods like CTP and Fc fusion, PEG modification, and high-concentration formulation for candidates such as JZB36 and JZB07.

We believe our R&D technological advantages have provided us with a competitive edge in biopharmaceutical development, driving our continuous innovation. This approach not only ensures the effective advancement of our current pipeline but also facilitates the fast expansion of future pipeline, empowering us to deliver more efficient and safer treatment options for patients.

In-house Commercial-scale Production Capabilities Ensuring Stable, Cost-effective Product Supply.

Leveraging our self-built advanced production facilities and efficient processes, we have established significant productivity advantages that both ensure the high quality and stability of our products at reasonable costs and our ability to quickly respond to market demands.

Our eukaryotic expression system production base, located in Chengdu, Sichuan, includes two GMP-compliant cell culture production lines (one 3×200L line and one 2000L line, with a reserved 2000L line), as well as two independent formulation production lines for lyophilized injections/liquid injections and pre-filled syringes/cartridge vials, respectively. Meanwhile, our prokaryotic expression system production base in Xuzhou, Jiangsu (which has completed construction and is undergoing facility validation as of the Latest Practicable Date), includes two GMP-compliant strain culture production lines (one 100L line and one 500L line, with a reserved 2000L line) and one GMP-compliant formulation production line.

We have successfully integrated upstream high-density perfusion culture processes with downstream automated continuous purification, significantly enhancing capacity utilization and reducing unit production costs. Our continuous cost-control strategies aim to improve the affordability and accessibility of our products for patients currently facing higher-cost options. Additionally, close collaboration with domestic suppliers strengthens our oversight and control over supply chain. Our production system is highly flexible and scalable, which allows us to quickly adapt to changing market demands.

A Visionary and Experienced Management Team, Coupled with Strong Shareholder Support, Forming Synergistic Effects.

We have a stable and highly experienced senior management team that plays a pivotal role in driving our continued growth and development. Our founder and CEO, Dr. Peng Hongwei, brings over 30 years of expertise in biopharmaceutical R&D. Notably, Dr. Peng contributed to the groundbreaking scientific achievement, “Mechanism of Tumor Angiogenesis and its Application in Anti-Angiogenesis Therapy,” which earned the prestigious National Science and Technology Progress Award (First Class) (國家科技進步一等獎). Dr. Peng also spearheaded the development of the national Category 1 biologic drug, recombinant human brain natriuretic peptide (brand name: Xinhuosu® (新活素®)), which received market approval in 2005. This product has been a unique offering in the domestic market for nearly 20 years and has been recommended as a first-line treatment in the National Acute Heart Failure Treatment Guidelines. This innovation has also been recognized with accolades such as the Sichuan Provincial Science and Technology Progress Award (First Class) (四川省科技進步一等獎), further underscoring its clinical and scientific significance. His proven leadership and track record in guiding innovative biopharmaceutical products from early development to commercialization provide a strong foundation for our success.

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Our management team draws from a wealth of experience in building and operating successful life science companies, enabling them to develop and execute on strategic business plans that drive our growth and success. Our quality authorized person, Ms. Zhang Xuemei, has over 25 years of experience in quality management. Her scientific achievement, “Key Technology System Construction and Industrialization Project for PEG-modified Recombinant Protein Drugs,” was recognized with the National Science and Technology Progress Award (Second Class) (國家科技進步二等獎).

Since our establishment, we have received significant investments from a group of healthcare-focused investors, including Hangzhou Tigermed (an investment fund established by Tigermed), Zhonghe Anke (an industry fund sponsored by Anhui Anke Biotechnology (Group) Co., Ltd.), Zhonghe AUTEK (an industrial fund backed by AUTEK CHINA INC.), Xiamen Yinglian (sponsored and invested by Jiangsu Hengrui Pharmaceuticals Co., Ltd. and Guangji Investment, a wholly-owned investment platform of Boji Medical Technology Co., Ltd.). This strong network of investors has not only provided us with expansion opportunities but also empowered our efforts in drug development and commercialization.

OUR STRATEGIES

We are committed to applying cutting-edge biological technologies to the research, development and commercialization of our drug candidates. To achieve our mission and our goal to grow as a leader in assisted reproduction and ophthalmology, we plan to implement the following strategies.

Accelerate the Time-to-Market of the Drug Candidates in Our Existing Pipeline.

With the approval of JZB30, we are currently preparing for the commercialization of this product and our other drug candidates. To focus our efforts and maximize our technical expertise in advancing their development, we are in the process of building an efficient and highly specialized marketing team. We aim to use this team to establish connections with a wide range of participants in the pharmaceutical sales and distribution chain, supporting our partners in expanding the market. These efforts are expected to lay a solid foundation for the successful commercialization of our other candidate drugs.

We are currently primarily focused on the commercialization of JZB30, following which we will focus on planning for the timely market entry of JZB33. To achieve this, our commercialization strategy relies on combining in-house team effort with extensive collaboration: our initial commercialization for JZB30 in China is expected to leverage in-house team and adopt a distributorship model, while for overseas markets, we collaborate with Rxilient to register and commercialize JZB30/JZB33 and JZB05 in Australia, New Zealand, South Korea ASEAN countries, the Middle East and Africa, etc, and we collaborate with Nanjing King-Friend to support the registration and commercial promotion of JZB33 in the U.S. market and other regions. In parallel, for our core ophthalmology product JZB05, we have established a strategic exclusive partnership with Kangzhe (a subsidiary of CMS) for Chinese Mainland, under which we retain significant control over the product lifecycle. We aim to capitalize on the strong domestic demand for locally-produced alternative drugs, positioning ourselves to capture market share and build our market presence.

Continue to Advance Drug Candidates to Seize Market Opportunities.

We plan to advance our existing pipeline, with a primary focus on ovulation stimulation and FND as key entry points into assisted reproduction and ophthalmology, providing patients with improved treatment options that could strengthen our competitive position and support our sustainable business growth.

In assisted reproduction, we provide a diverse product matrix specifically designed for ovulation stimulation, a critical phase and essential drug segment of assisted reproduction cycles. Through the successful advancement of JZB30 and JZB33, we aim to provide patients with high-quality, cost-effective rhFSH options. Additionally, JZB36, a long-acting FSH product, is expected to address the need for more convenient treatment options. Furthermore, the advancement of JZB35, a rhLH product known as the “perfect partner” of FSH products, will enable us to broaden our ovulation stimulation product portfolio, further enhancing our competitiveness in ovulation stimulation.

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In ophthalmology, we are building a product portfolio that integrates high-quality biosimilars with innovative therapies to address high-incidence, vision-threatening fundus diseases. Through the development of JZB05, we aim to provide a reliable, high-quality treatment option for patients in need of anti-VEGF therapy. Subsequently, with the development of JZB07, we seek to enhance patient compliance and deliver a more convenient, user-friendly treatment experience. Additionally, JZB32, as the first ocriplasmin-based therapy in development, will offer a novel treatment option for patients with sVMA. We are also exploring potential applications of JZB32 in PCV, where current treatment options are limited.

Expand Our Pipeline to Address More Clinical Needs.

Building on our deep industry knowledge and the professional expertise gained through successful clinical developments, we remain committed to addressing more clinical needs.

From an R&D perspective, our strategy is to develop both biosimilars and innovative drugs, creating a tiered portfolio that encompasses high-value, market-promising biosimilars, improved new drugs, and innovative therapies. Our focus on biosimilars will be driven by clinical needs, ensuring that our products achieve the same efficacy and safety standards as their reference drugs. Simultaneously, the development of improved new drugs will focus on unlocking the therapeutic potential of existing medications by expanding their indications, enhancing their ease of administration and improving patient compliance. Furthermore, we will actively pursue the development of innovative drugs to address underserved clinical needs.

We also plan to expand our addressable markets with strategies to expand gradually from assisted reproduction to broader reproductive health services, addressing a wide range of patient needs such as infertility treatment, endocrine regulation, pregnancy preparation, postnatal rehabilitation, and reproduction-related chronic condition management. Additionally, we plan to progressively broaden our efforts from FND to high-demand ocular surface conditions, including dry eye syndrome. To support this expansion, we will leverage our R&D platforms, together with our network of reproductive medicine centers and KOLs and our existing sales channels.

Optimize Drug R&D and Production Capabilities across the Value Chain.

We are committed to strengthening our capabilities in drug innovation. To this end, we have partnered with West China Precision Medicine, an operation entity of National Industrial Innovation Center of Precision Medicine. In November 2024, we entered into a project-based collaboration under the “Leader-in-Charge” program operated by West China Precision Medicine to establish an innovative drug research center focused on AI-enabled drug design and development, with a term to October 2029. West China Precision Medicine provides research facilities, instruments and specialized technical support and leverages West China Hospital’s clinical resources, while we contribute R&D personnel and protein-drug know-how for target discovery, molecule design, proof-of-concept and clinical translation. The collaboration is implemented on a project basis and funded in accordance with the collaboration plan; we cover our project staffing and operating expenses and West China Precision Medicine provides in-kind facilities and shared services.

This center is expected to bring AI experts to collaborate on key projects, such as AI-assisted target discovery and drug design. By integrating efficient virtual screening with precise druggability prediction and collaborative experimental validation, we aim to optimize drug design, significantly reduce trial failure risks, and accelerate the development of high-value, differentiated drugs.

We also plan to continuously enhance our CMC R&D capabilities to ensure high quality and efficiency throughout the product development process. To achieve this, we will invest in advanced technologies and process optimization, elevating the overall performance of our R&D platform. Building on our expertise in complex glycoproteins and enzyme proteins, we will develop more flexible and scalable technical platforms for challenging proteins, enabling us to meet the growing complexity of product demands.

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Continue to Actively Seek and Deepen Strategic Partnerships.

To further unlock the potential of our clinical-stage drug candidates, we plan to adopt a strategic and collaborative approach. This involves actively pursuing and deepening global strategic partnerships through acquisitions, investments, and business collaborations, as well as continuously innovating collaboration models, with potential global partners, in the R&D and commercialization. We seek to complement our own R&D efforts and maximize the clinical and commercial value of innovative therapies as well as our products and drug candidates, while enhancing the brand recognition and reputation of our products.

We will closely monitor technologies in the global assisted reproduction and ophthalmology fields, and through diverse channels such as academic exchanges, actively seek to establish comprehensive partnerships with leading hospitals, rising start-ups and research institutions, both domestically and internationally, that possess expertise in these fields. Additionally, we will focus on identifying highly innovative companies in the industry, upstream companies, as well as domestic or international products that align with and complement our portfolio while demonstrating leading technological features. Once identified, we will pursue strategic collaborations to expand our product portfolio. We believe these efforts will strengthen our products’ competitiveness and further enhance our technological capabilities.

OUR DRUG CANDIDATES

Overview of Our Pipeline

As of the Latest Practicable Date, we were developing a total of eight drug candidates, three of which were in advanced stages, including one candidate that had received NDA approval and was set for commercialization, one candidate for which an NDA had been submitted, and one candidate undergoing Phase 3 clinical trials. Additionally, one indication expansion candidate was undergoing Phase 3 clinical research, while one drug candidate completed Phase 1 clinical research, and one indication expansion candidate was undergoing Phase 1 clinical research. Furthermore, we have one drug candidate with IND approval received and clinical research ready, and several others were in the preclinical research stage. Our drug candidates in development include primarily biosimilars, as well as other biologic drugs, for assisted reproductive treatments and ophthalmology therapies. See “— Overview — Our Product Pipeline” for a pipeline chart.

Our Approach

We focus on developing molecules and seek to provide comprehensive therapeutic solutions to address medical needs in assisted reproductive treatments and ophthalmology therapies. We adopt a therapeutic area-focused approach and share certain R&D, manufacturing and commercial resources across drug candidates, which we believe will improve operational efficiency. As we commercialize our portfolio, we can foster stronger relationships with healthcare professionals and gain valuable insights into the real-world challenges faced by patients and clinicians.

Our approach cannot be isolated from our focus on continuous R&D. Our technological process can be broken down into three main platforms that differentiate ourselves from the competitors: (i) our complex glycoprotein process development technology, which addresses the challenges posed by glycosylation variability, ensures the production of glycoprotein drugs with consistent biological performance that meet the required specifications; (ii) our enzyme protein process development technology, which addresses degradation challenges in yeast expression systems and is designed to ensure high yields and stability of enzyme proteins by optimizing fermentation conditions and inhibitor addition; (iii) our long-acting drug development technologies, including hCG CTP fusion, Fc fusion, PEG modification, and high-concentration protein formulations, allow us to customize long-acting effects based on clinical needs and patient requirements. For more details, see “— Our Research and Development.”

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Sitting on the backbone of our platforms and our R&D efforts, our pipeline for assisted reproductive treatments includes (i) JZB30 (Core Product), a rhFSH candidate in lyophilized form, for which we received NDA approval in April 2025, currently being evaluated for the indication expansion for oligospermia; (ii) JZB33 (key product), a rhFSH candidate in liquid form, for which we submitted an NDA in June 2025, currently being evaluated for ovulation stimulation with its NDA submitted; (iii) JZB36, a rhFSH-CTP biologic candidate with an extended half-life compared to rhFSH, currently being evaluated for ovulation stimulation; and (iv) JZB35, a rhLH candidate (known as the “perfect partner” of FSH products), currently being evaluated for ovulation stimulation.

Our pipeline for ophthalmology therapies includes (i) JZB05 (Core Product), an anti-VEGF intravitreal injection candidate (aflibercept), currently being evaluated for the treatment of wAMD, DME, and other FNDs; (ii) JZB07, a high-concentration formulation of anti-VEGF intravitreal injection candidate (aflibercept), currently being evaluated for the treatment of wAMD, DME, and other FNDs; (iii) JZB32 (key product), a recombinant human truncated plasmin (ocriplasmin) biologic candidate, currently being the only ocriplasmin product under clinical development for the treatment of sVMA in China; and (iv) JZG03, an innovative drug candidate, currently being evaluated for the treatment of FNDs.

Our Assisted Reproductive Drug Candidates

Our Core Product: JZB30 (a biosimilar to Gonal-F[®] lyophilized form)

Overview

JZB30 is our first commercialized product in the therapeutic area of assisted reproduction. We received NDA approval from the NMPA for JZB30 in April 2025. It is a rhFSH product in lyophilized form, developed by us as an ovulation stimulation drug for use in assisted reproduction cycles. JZB30 is a biosimilar to Gonal-F[®] lyophilized form. As of the Latest Practicable Date, we have completed Phase 1 and Phase 3 clinical trials, conducting head-to-head comparisons between JZB30 and the reference drug (Gonal-F[®]) for controlled ovarian stimulation in assisted reproduction treatment. The product is manufactured through genetic recombination. Our pharmaceutical, non-clinical and clinical studies have demonstrated that JZB30 meets all clinical equivalence standards in terms of safety and efficacy with respect to the reference drug.

The registered trade name for JZB30 is Ze Pan Xi[®] (澤盼喜[®]) with a dosage of 5.5 µg (75 IU). Compared to traditional uFSH products, JZB30, as a rhFSH, offers a more stable source, higher purity, and improved safety and efficacy. Leveraging our process optimizations, JZB30 can be produced in approximately 700,000 finished units per 200L batch. As its drug substance and drug product are manufactured at the same domestic site, JZB30 avoids cross-border transport and customs clearance processes and reduces cold-chain duration and logistics costs. Consequently, we expect JZB30 to benefit from a lower cost base and greater efficiency in domestic distribution compared with imported rhFSH products, such as Gonal-F[®]. Relative to other approved and clinical-stage domestic rhFSH products, we intend to compete on superior quality attributes, such as purity and activity levels, and JZB30’s specific regulatory status as a biosimilar, showing its high similarity to existing innovative biologics and eligibility for a shorter regulatory approval pathway. For details, see “— Our advantages”.

We are also evaluating the potential to expand JZB30’s indications to include the treatment of hypogonadotropic hypogonadism, aiming to address emerging clinical needs in the therapeutic area of assisted reproduction. This indication is currently undergoing Phase 3 clinical trials with details disclosed hereunder.

Background of reference drugs

Gonal-F[®] with active ingredient of rhFSH is used for ovulation stimulation, applicable in treating anovulatory infertility and for controlled ovarian hyperstimulation (“COH”) in assisted reproductive cycles. Developed by Merck Serono, Gonal-F[®] was first approved by the FDA in 1997. It was the first FSH produced using genetic recombination technology, cultivated and manufactured in transgenic Chinese hamster ovary (“CHO”) cells. This FSH consists of two distinct glycoproteins, α and β subunits, connected non-covalently. In 2000, Gonal-F[®] was approved by the NMPA for use in ovulation stimulation in China.

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The molecular and preparation method patent and the formulation patent did not enter China and have exceeded the time limit to apply for such patent in China. Neither Gonal-F® nor its biosimilars are currently included in China’s NRDL. We intend to apply for the inclusion of JZB30 in the NRDL and initial provincial listing prices are established. We will determine the application timing having regard to policy developments, including the provincial reimbursement of assisted reproduction services in recent years, and the national negotiation timetable.

The NMPA has approved rhFSH (Gonal-F®) for the following three infertility-related indications in women: (i) treatment of anovulation (including polycystic ovary syndrome (PCOS)) in patients who are unresponsive to clomiphene citrate; (ii) controlled ovarian hyperstimulation in ARTs, such as in vitro fertilization and embryo transfer (IVF-ET), gamete intrafallopian transfer (GIFT), and intracytoplasmic sperm injection (ICSI), to promote the development of multiple follicles; and (iii) severe luteinizing hormone (LH) and FSH deficiencies, defined as endogenous serum LH levels <1.2 IU/L, where LH and FSH are recommended for combined use to stimulate follicular development.

The U.S. FDA has approved rhFSH (Gonal-F®) for the following infertility-related indications in men and women: (i) women: ovulation and pregnancy stimulation in oligoovulatory women whose infertility is due to functional, rather than primary ovarian failure. Development of multiple follicles as part of an ART cycle; and (ii) men: stimulation of spermatogenesis in infertile men with primary and secondary hypogonadotropic hypogonadism, where infertility is not due to primary testicular failure.

Mechanism of action

FSH is an endogenous hormone that regulates reproduction by promoting ovarian follicle growth in women and spermatogenesis in men. rhFSH, used in assisted reproductive technology (ART), mimics this natural function.

In ART, rhFSH promotes the simultaneous development and maturation of multiple ovarian follicles, allowing for the retrieval of multiple mature oocytes. It stimulates granulosa cells to produce estradiol, which thickens the endometrium for embryo implantation and regulates other hormones. For tailored treatment, rhFSH can be used with other hormones (like LH), and its dosage is adjusted based on individual patient response to optimize outcomes and reduce risks like ovarian hyperstimulation syndrome (OHSS).

Current therapies

Infertility is treated with medication, surgery, or ART. FSH is the most common drug for ovulation stimulation and comes in two forms: uFSH and rhFSH. Due to the limitations of uFSH, such as lower purity and batch variability, rhFSH is now the preferred first-line treatment recommended by clinical guidelines. The key advantages of rhFSH over uFSH include more efficient oocyte retrieval, improved embryo quality, and higher clinical pregnancy rates. Accordingly, personalized rhFSH treatment protocols are essential, with dosages tailored to individual patient needs to optimize outcomes.

Potential market opportunities and competition

For potential market opportunities, see “Industry Overview — The Assisted Reproductive Drug Market”.

As our first product launched in China’s assisted reproductive drug market, JZB30 has met all clinical equivalence standards of the reference drug through rigorous clinical research, and will adopt a competitive pricing strategy. Positioned as a “high-quality, low-price” product, it aims to replace uFSH due to its superior quality and supports the substitution of imported drugs with domestic rhFSH alternatives. By offering competitive pricing to stimulate demand, we expect JZB30 to quickly capture market share while driving overall market growth. Consequently we believe JZB30 will be highly competitive. See “Industry Overview — The Assisted Reproductive Drug Market — Competitive landscape of rhFSH drugs in China.”

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Our advantages

Compared to other FSH products used in ovulation stimulation, JZB30 offers an ovulation stimulation product suitable for all types of patients. It can be used throughout the ovulation stimulation phase of assisted reproductive cycles, allowing for flexible dosage adjustments and facilitating individualized supplementation by physicians. Compared to urinary-derived products, it is superior in safety, efficacy and source stability. Compared to imported rhFSH products, it is expected to offer logistical advantages in domestic distribution and cost advantages while achieving highly comparable safety and efficacy.

When FSH products are compared, three technical indicators are commonly referenced with practical implications for quality and use: purity, activity level, and expression level. Purity reflects the proportion of the intended FSH protein with fewer residuals, where higher purity supports consistent dosing and may reduce impurity-related reactions. Activity level (IU/mg) indicates biological potency per milligram. Because dosing is prescribed in international units (IU), higher activity supports precise dose adjustment and does not, by itself, imply greater clinical efficacy. Expression level (mg/L) measures manufacturing yield per liter, which relates to production efficiency and supply reliability rather than clinical performance. Below is a comparison against other domestic rhFSH products and alternatives.

	Our Company	Drug A	Drug B	Alternative A	Alternative B	Alternative C
Purity	99.99%	98.95%–99.98%	Almost 99%	Greater than 98%	/	/
Activity level.	13500IU/mg	13000IU/mg	12390IU/mg	11916IU/mg	/	/
Expression level	67.8mg/L	/	/	12mg/L	18-40mg/L	15-25mg/L

Source: Publicly available data

Note: Drug A and Drug B’s information is based on their respective patent’s publicly available data.

Compared to other domestic rhFSH products, JZB30 possesses distinct competitive advantages. First, JZB30 was approved under the NMPA’s Class 3.3 regulatory pathway for biosimilars, confirming its high similarity to the reference drug (Gonal-F®) and potential for interchangeability, whereas the leading domestic competitor (Drug B) was approved under a different pathway (Class 3.4) and is explicitly labelled as not interchangeable with Gonal-F®. Second, JZB30 demonstrates higher purity and specific activity than competing domestic products based on publicly available patent data. Third, we have submitted the New Drug Application (NDA) for our liquid formulation (JZB33), enabling a comprehensive “liquid plus lyophilized” portfolio, while the liquid formulation of our key domestic competitor (Drug A) remains in early clinical stages.

Summary of clinical development and results

Started as a joint development project in the preclinical research stage, we subsequently acquired all rights and interests in JZB30 pursuant to a technology transfer prior to the grant of the clinical trial approval. We received approval for the clinical trial of JZB30 on June 28, 2018. It has since completed pharmaceutical, non-clinical, and clinical studies. JZB30’s NDA was submitted in May 2023 and accepted for registration review. The NDA approval for JZB30 was received in April 2025. All clinical trials for JZB30 adhered to current standards of care and the models recommended by national and international guidelines. The trial designs were discussed and reviewed with clinical experts to ensure their rigor and alignment with frontline practices.

We submitted the change of manufacturing site filing for JZB30 in December 2025 and, subject to regulatory approvals and validation, target production approval and the commencement of in-house production by the end of 2026, which we expect will allow us to achieve full in-house commercial manufacturing of JZB30 Chengdu facility from the start of commercialization. Such measures are also expected to enhance cost control and supply continuity for JZB30.

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JZB30’s ownership and control

In 2012, we commenced the project’s joint development with Chengdu Bofa Biotechnology Co., Ltd. (Chengdu Bofa) and Tianjin Bofa Biotechnology Co., Ltd. (Tianjin Bofa, then a subsidiary of Chengdu Bofa), and the initial clinical trial application was co-filed by the three parties in December 2016 showing the historical contribution of the parties to the project. Initially, Tianjin Bofa served as the primary research institution for the JZB30 IND study, and Chengdu Bofa played a similar role, while we carried out the clinical trials and were responsible for the clinical trial design and clinical development plan. In January 2016, Shanghai Jingze and Tianjin Bofa entered into a technology transfer agreement under which Tianjin Bofa transferred the JZB30 project, including the clinical trial application dossier, trade secrets and technical materials, to Shanghai Jingze. In July 2018, the three parties confirmed in writing that all rights under the JZB30 project, including clinical approvals, trade secrets, technical materials and any future intellectual property and new drug certificates, belong to Shanghai Jingze.

Since the transfer, we have led and controlled CMC development, quality standards and all clinical programs for JZB30. After the IND was approved in June 2018, we independently applied for and sponsored the subsequent Phase 1 PK/PD and Phase 3 efficacy and safety studies, with CRO and site contracting and study costs borne by Shanghai Jingze and Chengdu Jingze. In April 2025, JZB30 was approved with Chengdu Jingze as the MAH.

Chengdu Bofa and Tianjin Bofa participated only in early cell-line construction and initial process development and evaluation before the transfer and retain no rights or obligations in JZB30. The consideration for the transfer has been fully settled and there are no outstanding commitments to either entity. Our in-house R&D team, including our founder and CEO, Dr. Peng Hongwei, has led the analytical development and clinical programs. Patents and know-how covering JZB30 are owned by us, see “— Intellectual Property.” At project initiation, Tibet Tianxing Biopharmaceutical Co., Ltd., in which Dr. Peng Hongwei held a 31.8% equity interest (the largest single shareholding), wholly owned Chengdu Bofa and, through Chengdu Bofa, held 60% of Tianjin Bofa. This historical affiliation did not affect our full ownership and independent control of JZB30 following the 2016 transfer and the 2018 confirmation.

Clinical development of JZB30

The chart below summarizes the development timeline of JZB30.

2018.6	2021.1-2022.1	2020.12-2022.11	2023.5	2025.4
IND Approval	Phase 1 clinical trial	Phase 3 clinical trial	NDA submitted	NDA Approval

The IND approval covered the protocols for both the Phase 1 PK/PD study and the Phase 3 efficacy-equivalence trial. Under the PRC biosimilar pathway, according to the CDE’s Guideline on Similarity Evaluation and Indication Extrapolation (《生物類似藥相似性評價和適應症外推技術指導原則》) (2021), clinical programs are assessed on the totality of evidence across analytical, nonclinical and clinical data, and no sequence is mandated between a PK/PD study and an efficacy-equivalence study where comparability has been established (Phase 1 and Phase 3, respectively). The Phase 3 efficacy-equivalence design was specified in the IND and was not contingent on Phase 1 PK/PD readouts.

We initiated our Phase 3 trial and Phase 1 trial in parallel, with the Phase 3 lead site opened in December 2020 and the Phase 1 lead site opened in January 2021. Such parallel initiation of Phase 1 and Phase 3 trials, according to Frost & Sullivan, has been adopted in other PRC biosimilar programs. The Phase 3 trial enrolled Chinese women undergoing assisted reproduction procedures, whereas the Phase 1 PK/PD study enrolled healthy adult female subjects in China. Therefore, the two studies proceeded on separate operational tracks and could be run in parallel. Furthermore, the difference in site start dates reflected site readiness and enrollment scheduling across different principal-investigator centers and did not arise from any regulatory impediment. In light of the established safety record of the reference product Gonal-F® and our completed analytical and nonclinical comparability package, this approach complied with applicable PRC requirements.

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Phase 3 clinical trial

Trial design

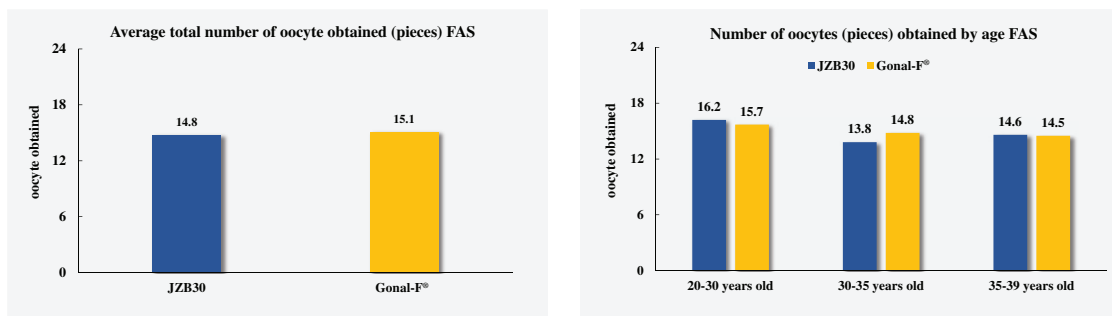
The design of our Phase 3 clinical trial for JZB30 follows a multi-center, randomized, single-blind, positive drug parallel-controlled model. The trial aims to compare the efficacy and safety of JZB30 and Gonal-F® for controlled ovarian stimulation in Chinese women undergoing ART procedures. A total of 348 subjects were enrolled, with 174 in the test group and 174 in the reference group. Ultimately, 346 subjects completed the study, with 173 subjects in each group. Both the Phase 3 efficacy and safety equivalence study and the Phase 1 PK/PD comparability study for JZB30 were interventional clinical trials conducted in accordance with the PRC Good Clinical Practice for Drugs (《藥物臨床試驗質量管理規範》) (2020).

During the trial, the test group and reference group were each subcutaneously injected with JZB30 and Gonal-F® (5.5µg/75 IU) once daily for a total of no more than 16 injections. The initial dosage ranged from 75-300 IU/day, with the first 4 (±1) days being a fixed dose. Starting from day 5 (±1), the dosage was adjusted based on the development of follicles and estradiol concentration. The Phase 3 clinical trial began on December 10, 2020, and ended on November 1, 2022.

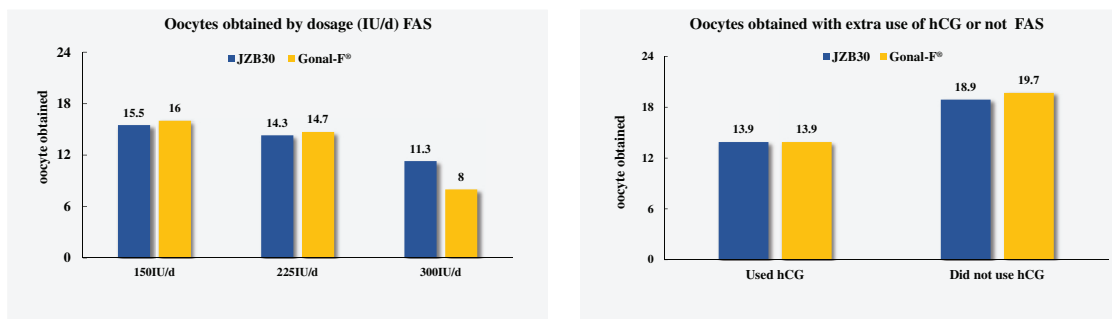
The primary efficacy endpoint of our Phase 3 trial was the total number of oocytes retrieved. Secondary efficacy endpoints included: (i) the total amount of rhFSH used (IU) in each group; (ii) the total duration of rhFSH stimulation (days); (iii) the total number of follicles ≥14mm on the day of recombinant human chorionic gonadotropin (rhCG) injection; (iv) the proportion of oocytes in metaphase II (for ICSI patients); (v) fertilization rate (%); (vi) high-quality embryo rate (%); (vii) embryo implantation rate (%); (viii) number of embryos transferred; (ix) clinical pregnancy rate (%); and (x) ongoing pregnancy rate (%). Primary safety endpoints included: (i) any spontaneously reported and all directly observed adverse events, serious adverse events; (ii) any abnormal findings in vital signs, physical examination, and 12-lead electrocardiogram; (iii) the percentage of subjects who discontinued treatment prior to oocyte retrieval due to ovarian hyperstimulation or poor response; (iv) any clinically significant abnormal laboratory test results during the trial; and (v) anti-FSH antibody (ADA) levels.

Efficacy results

In the Phase 3 clinical study, we conducted a multidimensional comparative analysis between JZB30 and the reference drug (Gonal-F®) based on the primary efficacy endpoint, i.e., total oocyte yield. The analysis included overall comparison, comparisons across different age groups, different dosing regimens, and the use of hCG injections. Clinical results demonstrated that JZB30 and Gonal-F® achieved highly similar oocyte yield outcomes across all dimensions. The 95% confidence intervals for the differences in LS MEANS between the two groups fell entirely within the predefined equivalence margins, indicating that JZB30 meets the criteria for clinical equivalence with Gonal-F®. Below is a breakdown of oocytes yield outcomes under different premises.



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Source: Company data

We also compared secondary efficacy endpoints between the test group (JZB30) and the reference group (Gonal-F®). The results demonstrated that JZB30 and Gonal-F® achieved highly comparable outcomes across all parameters during the ovulation stimulation phase. Furthermore, JZB30 met equivalence criteria with respect to Gonal-F® for key indicators in subsequent stages, including in vitro fertilization, embryo transfer, and pregnancy. For pregnancy outcomes, JZB30 and Gonal-F® exhibited similar results in terms of pregnancy complications, number of natural births, cesarean deliveries, single births, twin births, neonatal Apgar scores, and miscarriage rates.

Safety results

The safety results show that there are no statistically significant differences ($P > 0.05$) between key safety indicators in the test group (JZB30) and the reference group (Gonal-F®). The most common treatment-emergent adverse events (“TEAEs”) in both groups was ovarian hyperstimulation syndrome (OHSS), with an incidence rate of 13.2% (24 cases) in the JZB30 group and 14.4% (26 cases) in the Gonal-F® group.

Immunogenicity

Immunogenicity analysis showed that three cases (1.7%) in the test group (JZB30) and 1 case (0.6%) in the reference group (Gonal-F®) were ADA-positive. However, these subjects were already ADA-positive at baseline, and over the follow-up period, their ADA status reverted to negative. No clinical differences in immunogenicity were observed between JZB30 group and Gonal-F® group, and the immunogenicity risk of JZB30 and Gonal-F® are both low.

Conclusion

The Phase 3 clinical trial results for JZB30 show that JZB30 and the reference drug Gonal-F® meet the clinical equivalence criteria for clinical efficacy. In this study, the clinical adverse events and laboratory abnormalities observed in the subjects were mostly mild and well tolerated by the participants. The incidence of adverse events and drug-related adverse events showed no significant differences between the JZB30 and Gonal-F® groups.

Phase 1 clinical trial

Trial design

The Phase 1 clinical trial was conducted through a single-center, randomized, open-label, two-period, crossover, single subcutaneous injection bioequivalence study. In Phase 1 clinical trial, the safety, pharmacokinetics (PK) and immunogenicity of JZB30 compared with Gonal-F® were evaluated in healthy adult female subjects in China, providing a reference for the rational use of these drugs in clinical practice.

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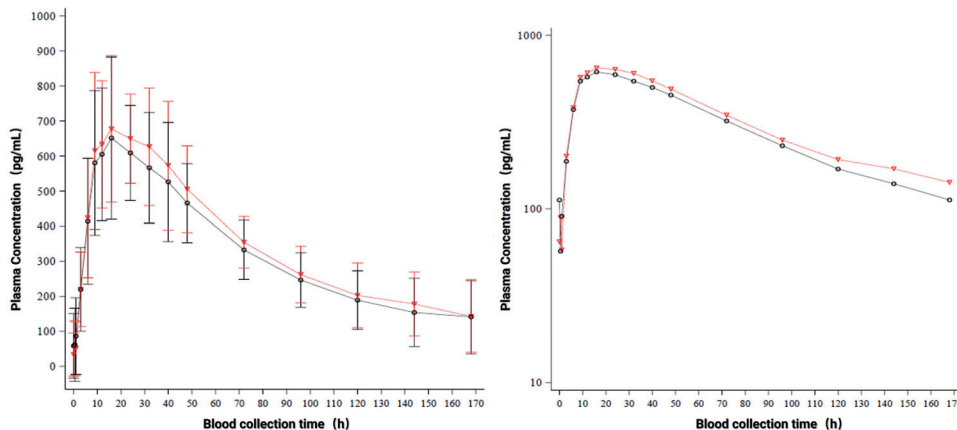
A total of 52 subjects were screened, and 48 were enrolled, with 4 subjects withdrawing after receiving Diphereline® for down-regulation. According to the data set definition, 48 subjects were included in the full analysis set (FAS), 52 in the safety set (SS), 48 in the pharmacokinetic concentration set (PKCS), 47 in the pharmacokinetic parameter set (PKPS), and 47 in the bioequivalence set (BES).

During the trial, the patients in test group and reference group were crossed over to receive JZB30 or Gonal-F® (three bottles per dose, each bottle containing 5.5µg (75 IU), a total of 225 IU) respectively in the first and second cycles. The first dose was administered on Day 1, and the second dose on Day 11. The Phase 1 trial began on January 4, 2021, and ended on January 17, 2022. We conducted and completed the Phase 1 PK/PD study while the Phase 3 study was ongoing, which is permitted under applicable PRC biosimilar guidelines.

The Phase 1 trial primarily observed key PK parameters and safety parameters. The main PK parameters included AUC_{0-t}, AUC_{0-∞} and C_{max}. The primary safety endpoints included any spontaneously reported or directly observed AEs, any abnormal changes in vital signs, physical examinations, or 12-lead electrocardiogram (ECG) findings, significant abnormal laboratory results during the trial with clinical relevance that could be verified, and the presence of ADAs.

PK

The results of the Phase 1 clinical study for JZB30 show that the geometric mean ratio of the main PK parameters C_{max}, AUC_{0-t}, and AUC_{0-∞} for JZB30 and the reference drug Gonal-F® falls within the 90% confidence interval of (80.00%, 125.00%), demonstrating bioequivalence between the two. The following chart provides a more detailed comparison of the main PK parameters in the study.



Source: Company data

Safety results

In the safety statistical analysis of 48 subjects, a total of 21 subjects experienced 27 adverse events. A total of 16 subjects experienced 21 ADRs, which are considered to have a positive, likely, or possible association with the test drug. After using the JZB30 formulation, 12 subjects experienced 15 adverse events. After using the reference formulation, 12 subjects experienced 12 adverse events. All adverse events were graded as level 1 in severity, and no treatment was required, with full recovery observed. There were no adverse events leading to dropout, no severe adverse events, and no grade ≥ 3 adverse events.

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Accordingly, the incidence and severity of adverse events in the test group (JZB30) and the reference group (Gonal-F®) were similar. Both JZB30 and Gonal-F® demonstrated good safety profiles, and the safety of JZB30 was comparable to that of Gonal-F®.

Immunogenicity

One subject (T-R sequence) tested positive for anti-FSH antibodies. Since the subject first used the experimental drug and then the reference drug, the positivity appeared after both drugs were used, making it difficult to determine the specific group. This subject’s antibody positivity turned negative during the follow-up period. Therefore, there is no clinical difference in immunogenicity between the test group (JZB30) and the reference group (Gonal-F®).

Conclusion

The results of the Phase 1 clinical study of JZB30 show that the geometric mean ratio of C_{max}, AUC_{0-t}, and AUC_{0-∞} for JZB30 and the reference drug, Gonal-F®, falls within the 90% confidence interval of (80.00%, 125.00%), indicating bioequivalence between the two. In addition, JZB30 and Gonal-F® showed similar safety and immunogenicity profiles in the Phase 1 clinical study.

Pre-clinical research

In preclinical studies, JZB30 completed efficacy, PK, single-dose toxicity, repeated-dose toxicity, local tolerance and immunotoxicity testing. The results indicated that the efficacy, PK, and toxicological properties of JZB30 are similar to those of the reference drug, Gonal-F®.

Indication expansion of JZB30 for hypogonadotropic hypogonadism

In men, FSH regulates spermatogenesis by promoting the maturation of the seminiferous tubules in the testes. As a result, Gonal-F® is approved in the United States and Europe for the treatment of male infertility due to hypogonadotropic hypogonadism (excluding infertility caused by primary testicular failure), in addition to the indications mentioned above. In China, however, Gonal-F® is only approved for female assisted reproduction. To improve accessibility for male patients with hypogonadotropic hypogonadism and infertility in China, we are developing JZB30 for this indication.

The CDE accepted our Phase 3 protocol for this indication under the biosimilar pathway in November 2022, and no separate Phase 1 or Phase 2 studies are required. This acceptance is based on the totality of evidence for JZB30, including CMC, nonclinical, Phase 1 and Phase 3 data versus the reference drug (Gonal-F®) in ovulation stimulation.

The pharmaceutical and non-clinical studies are based on the existing data for JZB30. The clinical research strategy involves conducting a multi-center, single-arm Phase 3 clinical trial to assess PK, PD, efficacy, and safety, with an expected enrollment of 30 male patients with hypogonadotropic hypogonadism. The Phase 3 trial, initiated in September 2025, is evaluating clinical efficacy, safety, and PK/PD characteristics. Given the study design and scope, the Phase 3 requires a modest budget.

The development timeline reflects our strategic sequencing and resource prioritization. We focused first on research and development efforts to obtain NDA approval and launch of JZB30’s ovulation stimulation indication and then prepared site operations and logistics for the new indication to begin in September 2025. Additionally, between IND approval and Phase 3 initiation, we conducted further research to refine the clinical design, given that domestic research in this male indication is less developed and that the reference product (Gonal-F®) has this indication only approved in the United States and the European Union.

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Material communications and next steps

In January 2023, we submitted materials for JZB30’s Pre-NDA technical communication meeting regarding whether the pharmaceutical, non-clinical, and clinical research results of JZB30, developed as a biosimilar, could support an NDA for JZB30 under the biosimilar pathway. We received non-objection feedback from the CDE. Subsequently, in May 2023, we submitted the NDA. In April 2025, we received NDA approval for JZB30 for ovulation stimulation. We plan to commence sales of JZB30 in January 2027. Additionally, in November 2022, we obtained IND approval for JZB30’s hypogonadotropic hypogonadism indication expansion. We have been conducting the Phase 3 clinical trial for this indication since September 2025.

Commercialization plans

The target market for JZB30 is primarily mainland China. For commercialization and promotion in China, we intend to leverage our in-house team and adopt a distributorship model. We currently plan to manufacture JZB30 in-house. As of the Latest Practicable Date, we have not commercially launched JZB30.

JZB30 MAY NOT ULTIMATELY BE SUCCESSFUL IN MARKETING ITS APPROVED OVULATION STIMULATION TREATMENT OR IN DEVELOPING, OBTAINING REGULATORY APPROVAL FOR, OR COMMERCIALIZING ANY OTHER INDICATIONS.

In addition, we have established a product portfolio in assisted reproduction that addresses diverse needs specifically for ovulation stimulation. In addition to JZB30, this pipeline includes JZB33, rhFSH in liquid form, JZB36, long-acting rhFSH, and JZB35, rhLH. Once launched, these products could enable broader market coverage, meeting the diverse medication needs of patients and providing a more advantageous competitive position. Furthermore, the co-promotion of our portfolio could significantly reduce marketing and management expenses, leading to improved profitability.

Our Key Product: JZB33 (a biosimilar to Gonal-F[®] liquid form)

Overview

JZB33 is our self-developed rhFSH candidate in liquid form, developed as an ovulation stimulation drug for use in assisted reproduction cycles. It is a biosimilar to Gonal-F[®] liquid form. JZB33 is produced through genetic recombination and has been demonstrated through pharmaceutical and non-clinical studies to meet the high similarity standards to the reference drug, Gonal-F[®]. In addition, JZB33 has completed bioequivalence clinical trials against Gonal-F[®] injection and has submitted pre-NDA materials to the NMPA followed with an NDA submitted in June 2025. JZB33 is equipped with a pre-filled, cartridge-based injection pen, allowing patients to accurately adjust dosage level and self-administer. Once launched, this product will enrich and complete our existing product portfolio, meeting the diverse clinical needs in the ovulation stimulation process. For background on the reference drug, mechanism of action, existing therapies, and potential market and competition, please see “— Our Core Product: JZB30 (a biosimilar to Gonal-F[®] lyophilized form)”.

Our advantages

Compared to other FSH products targeting the ovulation stimulation process, JZB33 is an ovulation stimulation product that can be used throughout the entire ovulation stimulation process in assisted reproduction cycles instead of just one specific cycle. It allows for precise dosage adjustment, making it easier for patients to administer injections on their own.

Summary of clinical development and results

JZB33 was approved for clinical trials in July 2023. It has completed pharmaceutical and non-clinical studies and Phase 1 clinical bioequivalence study, and we submitted the NDA in June 2025, which has been accepted for review. The clinical trials for JZB33 comply with current clinical

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standards and follow the treatment models recommended by national and international guidelines, with the study protocols having been fully discussed with frontline clinical experts. In December 2025, Clinical Trial Application (“CTA”) for JZB33 has been submitted for EMA approval.

Clinical development of JZB33

The chart below summarizes the development timeline of JZB33.

2023.7	2024.3-2024.10	2025.6
IND Approval	Phase 1 clinical trial	NDA submitted

Phase 1 clinical trial

Trial design

Our Phase 1 clinical trial is a bioequivalence study designed as a single-center, randomized, open-label, two-period, crossover trial with a single subcutaneous injection, aimed at evaluating the PK behavior, safety, and immunogenicity of JZB33 compared to Gonal-F® injection in healthy Chinese female subjects. The results of this trial will provide a reference for the product’s market approval. The target enrolment was 48 subjects, and the actual enrolment was 48 subjects.

During the trial, we administered subcutaneous injections of JZB33 and Gonal-F® (33µg/450IU) injection to the experimental and reference groups, respectively, each with a single dose of 225IU. A total of 48 subjects received either the experimental or reference drug. The Phase 1 trial commenced in March, 2024, and the follow-up of all subjects was completed in October 2024. This trial primarily observed key PK parameters and safety parameters. The main PK parameters included AUC0-t and Cmax. The safety endpoints include adverse events, immunogenicity, and other laboratory abnormalities observed over time.

PK

The Phase 1 clinical results show that the geometric mean 90% confidence interval for the main PK parameters of JZB33 and the reference drug, Gonal-F® injection, including Cmax and AUC0-t, is within the range of (80.00%, 125.00%), indicating bioequivalence between the two.

Safety results

The overall severity of adverse events was low, with no unexpected adverse events observed. The safety profile of JZB33 was comparable to that of Gonal-F®. Among the 48 subjects, 21 subjects experienced 23 adverse events during the JZB33 phase, of which 4 events were classified as adverse reactions. The overall adverse event incidence rate was 43.75% (21/48), and the adverse reaction incidence rate was 8.33% (4/48). During the Gonal-F® phase, 16 subjects experienced 17 adverse events, with an adverse event incidence rate of 33.33% (16/48) and an adverse reaction incidence rate of 4.17% (2/48).

The severity of adverse events during treatment was generally mild to moderate, including hot flashes, vaginal bleeding and other drug-related adverse reactions. One subject experienced a single severe adverse event, which was unrelated to the study drug. No subjects withdrew from the trial due to adverse events. Overall, the safety data indicate that a single subcutaneous injection of rhFSH JZB33 (225 IU) in healthy Chinese female subjects showed good safety at the administered dose.

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Immunogenicity

All 48 subjects in this study underwent immunogenicity blood sampling and testing, with all ADA (anti-drug antibody) results returning negative. The data indicate low immunogenicity risk of JZB33 and Gonal-F[®], with no clinical differences observed between the two.

Conclusion

The Phase 1 clinical study results of JZB33 show that the geometric mean ratio of key PK parameters between JZB33 and the reference drug Gonal-F[®] injection, with a 90% confidence interval within the range of (80.00%, 125.00%), indicates bioequivalence. The safety and immunogenicity in Phase 1 were found to be similar between the two.

Pre-clinical research

As of the Latest Practicable Date, JZB33 underwent comparative pharmacology, pharmacokinetics and toxicity evaluations against Gonal-F[®]. Across in vitro bioactivity assays and in vivo studies in rodents and non-human primates, JZB33 demonstrated comparable efficacy, PK and safety profiles to the reference product. Toxicology comparisons, including local irritation, systemic hypersensitivity and haemolysis assessments, showed no unexpected unsafe findings, supporting clinical development of JZB33.

Material communications and next steps

JZB33 is currently in the NDA filing stage and a Pre-NDA communication with CDE discussing whether the pharmaceutical and clinical research support the submission for marketing approval. Before the NDA submission for this project, we held a Pre-NDA technical communication meeting with CDE in December 2024. The discussion focused on whether the pharmaceutical, pharmacology/toxicology and clinical data supported an NDA submission, and the CDE did not object to our proposed filing strategy. Based on the results of pharmaceutical and non-clinical similarity studies, the clinical trial is planned to focus solely on bioequivalence studies between JZB33 and Gonal-F[®] (liquid form), following the similarity findings between JZB30 and Gonal-F[®] (lyophilized form) that were approved by the CDE, which enabled us to share JZB30's Phase 3 clinical trial results with JZB33 to enter into the NDA filing stage. After receiving CDE's positive feedback, the IND application was submitted and approved on July 27, 2023. As of the Latest Practicable Date, we had received no major concerns or objections from the CDE to our clinical development plan for JZB33.

In September 2025, we filed an IND for JZB33's idiopathic hypogonadotropic hypogonadism indication expansion, receiving clinical trial approval therefor in early December 2025.

Collaboration arrangements and commercialization plans

JZB33 targets both China and international markets. The commercialization rights for the U.S. market were licensed to Nanjing King-Friend in August 2024, and the commercialization rights for the EU and U.K. markets were licensed to Nanjing King-Friend in August 2025 with Nanjing King-Friend independently handling the application, development, and sales. We retain development, registration and commercialization rights for JZB33 in the PRC, while Nanjing King-Friend holds an exclusive right to commercialize JZB33 in the United States and a non-exclusive license to use our manufacturing technology in the PRC to manufacture JZB33 for supply to the United States. As of December 31, 2024, Nanjing King-Friend had a sales team of over 100 people in the overseas market with significant sales. In the domestic market, we intend to leverage our in-house team and drive sales through the JZB30 distribution channel. Please see “— Commercialization, Sales, Marketing and Distribution — Collaboration with Third-Party Distributors” and “— Commercialization, Sales, Marketing and Distribution — Collaboration for Overseas Sales and Marketing — Collaboration with Nanjing King-Friend.”

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JZB33 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

Our other assisted reproductive drug candidates

JZB36 (rhFSH-CTP injection)

JZB36 is our self-developed rhFSH-CTP fusion protein injection, a glycoprotein produced using recombinant technology in CHO cells. It is used for controlled ovarian stimulation in ART procedures to promote the development of multiple follicles. The α and β subunits of JZB36 form a heterodimer through non-covalent bonds. The α subunit is identical to the α subunit of human FSH, while the β subunit is a fusion of the CTP sequence from the β subunit of hCG and the carboxyl-terminal of the β subunit of human FSH. Compared to rhFSH, rhFSH-CTP extends the FSH activity duration and reduces the frequency of administration for patients. JZB36 has obtained its IND approval and can potentially form a product portfolio with our other FSH products in the future, addressing the diverse clinical needs of patients.

Elonva[®] (Corifollitropin alfa) is a long-acting ovulation-stimulating drug developed by Organon, which was approved by the European Commission in 2010. It is used in combination with GnRH antagonists for controlled ovarian stimulation in women undergoing assisted reproductive technologies, promoting follicular development. Globally, Elonva[®] is the first sustained follicle-stimulating agent administered via subcutaneous injection. A single recommended dose of Elonva[®] can maintain FSH levels within the therapeutic window for up to one week, replacing the need for daily injections of recombinant FSH during the first seven days of the ovulation stimulating phase, thereby reducing injection frequency and improving patient compliance. Elonva[®] has not been marketed in China.

Mechanism of action

Our JZB36, through recombinant technology, links the CTP of the hCG β -subunit to the β -subunit of FSH, mimicking the physiological action of FSH in the body and promoting follicular development. The β -subunit of FSH-CTP contains the CTP of hCG, which alters the PK characteristics of the molecule. Compared to rhFSH, it exhibits a longer circulating half-life and a longer time to reach peak levels, with a single injection maintaining blood concentration within the therapeutic window for up to one week.

Current therapies

FSH is a first-line drug used for ovulation stimulation in assisted reproductive cycles. rhFSH-CTP is a long-acting FSH formulation that, with a single injection, can generally replace the use of rhFSH products (7 days, 10-14 doses) during the first half of the ovulation stimulation phase, while continuing with rhFSH daily injection for the second half, balancing patient compliance and flexible dosage adjustment for the physician. It is suitable for patients with low or normal ovarian response.

For treatment in women of reproductive age, the dosage of FSH-CTP, either 100 or 150 micrograms, is determined based on body weight and age. The treatment protocol begins on Day 1 with the single FSH-CTP injection. Around Day 5 or 6, a GnRH antagonist is added to prevent premature ovulation. From Day 8 onwards, treatment continues with daily FSH injections until follicles are mature (typically at least three follicles larger than 17mm). Finally, a single injection of 5000 to 10,000 IU hCG is administered to trigger final oocyte maturation.

Potential market opportunities and competition

For potential market opportunities of FSH drugs, please see “Industry — The Assisted Reproductive Market”.

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Compared to traditional FSH products, rhFSH-CTP fusion proteins, due to their improved PK properties, only require one injection in the first half of ovulation stimulation while maintaining similar efficacy and safety profiles to daily rhFSH formulations. This enhances patient compliance, providing a significant market competitive advantage. The long-acting properties of rhFSH-CTP are expected to fill the current market gap for innovative therapies, meet patients’ more diverse medication needs, and enhance patients’ medication experience.

Pre-clinical research

As of the Latest Practicable Date, we completed pre-clinical studies covering pharmacokinetics, pharmacodynamics and repeat-dose toxicity of JZB36 in relevant species. JZB36 showed dose-proportional exposure after subcutaneous administration and demonstrated pharmacodynamic activity comparable to the marketed long-acting FSH product (Elonva®) in established superovulation models. Repeat-dose findings were consistent with the expected class pharmacology without unexpected target-organ toxicity and were reversible or showed recovery after dosing cessation. A no-observed-adverse-effect level (NOAEL) was identified, supporting its clinical development.

At the same dose level, the rhFSH -CTP fusion protein injection of JZB36 demonstrated similar types of toxicological responses, comparable blood concentration profiles, similar drug exposure levels, and analogous anti-drug antibody test results compared to the marketed product Elonva®.

Clinical development plan

We plan to enter a Phase 1/2 clinical trial of JZB36 in healthy female subjects and patients undergoing ART procedures. The Phase 1 study will be a single-center, open-label, dose-escalation, single-dose trial aimed at evaluating the safety, tolerability, PK, pharmacodynamics and immunogenicity of a single dose of JZB36. If the Phase 2 study proceeds, it will be a multicenter, open-label, single-arm clinical trial designed to evaluate the safety, population PK, pharmacodynamics, immunogenicity, and preliminary efficacy of JZB36 in female subjects undergoing controlled ovarian stimulation as part of ART procedures.

For our Phase 1 clinical trial, the primary objective is to evaluate the safety and tolerability of a single dose of JZB36 in healthy female subjects. For our Phase 2 clinical trial, the primary objective is to evaluate the safety of JZB36 in female participants undergoing COS for ovulation stimulation as part of ART procedures.

Material communications and next steps

JZB36 received its IND approval in January 2025. We submitted a Pre-IND technical consultation meeting request and engaged in discussions with the CDE regarding pharmaceutical similarity studies, non-clinical research strategies, and the clinical trial protocol. Following general agreement from the CDE, the IND application was subsequently submitted.

JZB36 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

JZB35 (a biosimilar to Luveris®)

JZB35 is a self-developed recombinant human luteinizing hormone (rhLH) candidate for ovulation stimulation. As a biosimilar to the marketed product Luveris®, it is a lyophilized formulation recommended for use in combination with FSH to stimulate follicular development in women with severe LH and FSH deficiencies. JZB35 is a glycoprotein produced using genetic engineering technology in CHO cells. Currently in the preclinical stage, JZB35 has the potential to be used alongside our rhFSH product, creating a portfolio of combination therapies in assisted reproduction.

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Background of reference drug

Luveris[®] (rhLH) is developed by Merck Serono and was launched in the EU in 2000, and approved for marketing in China in 2008. Luveris[®] is a glycoprotein produced through genetic engineering using CHO cells. It has not yet been included in the NRDL in China. The NMPA has approved rhLH for the treatment of patients with severe LH and FSH deficiencies, i.e., patients with endogenous serum LH levels below 1.2 IU/L. It is recommended to use LH in combination with FSH to stimulate follicular development.

Mechanism of action

LH is a pituitary gonadotropin vital for the female reproductive cycle. Its primary functions are to work with FSH to promote follicle maturation, trigger ovulation via the “LH surge,” and maintain the corpus luteum, which secretes hormones essential for a potential pregnancy.

rhLH mimics the biological activity of natural LH. It is used to treat women with anovulation caused by LH deficiency, as in these patients, FSH alone cannot sufficiently stimulate follicle maturation and estradiol secretion. Administering rhLH restores these functions, enabling proper follicular development.

Current therapies

For women with both LH and FSH deficiencies, Luveris[®] is administered daily alongside FSH to stimulate follicular development. Treatment is tailored to each patient’s response, monitored by follicle size and estrogen levels. A typical starting dose is 75 IU of Luveris[®] combined with 75-150 IU of FSH. The FSH dose can be adjusted at 7-14 day intervals, with a total stimulation period of up to five weeks. Once a satisfactory follicular response is achieved, a single injection of 5,000-10,000 IU of hCG is administered 24-48 hours after the final Luveris[®] and FSH injections to induce final maturation.

Potential market opportunities and competition

For the market prospects of assisted reproduction drugs, please see “Industry Overview — The Assisted Reproductive Drug Market.”

As of the Latest Practicable Date, there is no drug candidate for ovulation stimulation with luteinizing hormone, including our JZB35, that is either at clinical or the NDA filing stage.

Pre-clinical research

As of the Latest Practicable Date, JZB35 is still in the pharmaceutical development stage. The construction of the cell line, as well as the similarity and passage stability studies of the top 3 clone cell lines, have been completed. In 2025, small-scale process confirmation will be finished, and preclinical studies evaluating PK, toxicity, and pharmacodynamics are expected to begin in 2026.

Clinical development plan

Based on the preclinical trials starting in 2026, we plan to submit IND application for JZB35 in 2026.

JZB35 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

Our Ophthalmic Drug Candidates

Our Core Product: JZB05 aflibercept solution (a biosimilar to Eylea[®])

Overview

JZB05 is expected to become our first commercialized product in ophthalmology. It is a self-developed anti-VEGF intravitreal injection candidate, primarily intended for the treatment of wAMD, DME, and other FNDs. JZB05 is a biosimilar to Eylea[®] (aflibercept), the ophthalmic and anti-VEGF drug with the highest selling revenue globally.

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JZB05 is a fusion protein formed by combining the extracellular domains of VEGF receptors with the Fc domain of human IgG1, targeting VEGF and placental growth factor (“PlGF”) to inhibit neovascularization. Administered via intravitreal injection, JZB05 has completed Phase 1 clinical trials and is currently in Phase 3. Compared to Eylea[®], JZB05 offers a more cost-effective option, easing the financial burden on patients and healthcare systems and substantially improving drug accessibility to address increasing clinical needs in the therapeutic area of FNDs.

In addition, JZB05 integrates high-density perfusion upstream with automated, continuous downstream purification, which enhances capacity utilization, is expected to lower unit production cost and supports reliable large-scale supply, while maintaining high and consistent product quality. Separately, when compared with other clinical-stage and approved domestic Eylea[®] biosimilars, JZB05 demonstrates advantages in key quality attributes, such as purity and process-related impurities. See “— Our advantages” for the comparison table against Drug C and Drug D.

Background of reference drugs

Eylea[®], with the generic name aflibercept intravitreal injection solution, is administered via intravitreal injection to treat FNDs. Co-developed by Bayer and Regeneron, Eylea[®] was approved by the U.S. FDA in 2011 and subsequently received approval from China’s NMPA in 2018. Eylea[®] is the world’s first fully humanized fusion protein, produced using recombinant DNA technology in Chinese hamster ovary (CHO) K1 cells. The fusion protein consists of the extracellular domains of human vascular endothelial growth factor receptors (VEGFR) (VEGF receptor 1 domain 2 and VEGF receptor 2 domain 3) fused with the Fc domain of human IgG1, forming a homodimeric glycoprotein.

Eylea[®]’s molecular patent expired in China in 2020. JZB05 is anticipated to launch in 2028. Aflibercept is included in China’s National Category B Medical Insurance List (2019 edition) and is approved by the NMPA for treating two adult FNDs: (i) wAMD and (ii) DME.

Given that JZB05 remains in Phase 3 clinical development and is anticipated to launch in 2028, we have not yet formulated an application plan for the inclusion of JZB05 in the NRDL.

Mechanism of action

VEGF is a naturally occurring cytokine in the human body and a critical signaling protein involved in angiogenesis (the formation of the embryonic circulatory system) and the stimulation of vasculogenesis (the development of blood vessels from the existing vascular system). Abnormal VEGF expression in the retina can lead to pathological neovascularization in conditions such as wAMD and DME. This pathological process is characterized by hemorrhage, exudation, and proliferation, which can severely impair vision.

Aflibercept, an anti-VEGF agent, effectively blocks all VEGF-A isoforms, VEGF-B, and PlGF. With higher affinity than natural receptors, aflibercept exhibits potent, broad, and long-lasting anti-angiogenic activity, reducing vascular permeability, restoring retinal vascular integrity, and improving visual function.

Current therapies

Anti-VEGF therapies, administered via intravitreal injection, are the first-line treatment for FNDs in China, recommended for conditions including wAMD, DME, RVO, and mCNV. Among the five approved anti-VEGF drugs, aflibercept (Eylea[®]) holds advantages such as having broader targets than ranibizumab, more extensive global real-world data than conbercept, and a more established long-term safety profile and wider market acceptance compared to newer agents like faricimab.

The recommended dose of Eylea[®] is 2 mg. For DME, treatment begins with five monthly injections, followed by injections every two months. For wAMD, treatment starts with three monthly injections, then moves to an injection every two months. For both indications, a “treat-and-extend” regimen can be used after the initial phase, where the injection interval is gradually lengthened based on the patient’s visual and anatomical outcomes, but shortened if their condition worsens.

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Potential market opportunities and competition

For potential market opportunities and competitive landscape, see “Industry Overview — The Ophthalmic Drug Market”.

Our advantages

Compared to other anti-VEGF drugs available for fundus neovascular diseases, JZB05 offers various advantages similar to those provided by Eylea®. See “— Current therapies”.

JZB05 has demonstrated robust efficacy and safety across preclinical studies and Phase 1 trials. Meanwhile, JZB05 also offers significant cost and price advantages compared to the reference drug (Eylea®) while achieving a high degree of similarity in terms of safety and efficacy. JZB05 adopts an integrated manufacturing approach that combines high-density perfusion upstream with automated, continuous downstream purification, which enhances capacity utilization, is expected to lower unit production cost, and supports reliable supply, while maintaining high and consistent product quality, thereby underpinning these cost and price advantages. As shown in the table below comparing JZB05 with other clinical-stage and approved domestic Eylea® biosimilars, JZB05 demonstrates advantages in key quality attributes, which we believe will support patient safety and clinical adoption.

	Our Company	Drug C	Drug D
Purity	99.8-99.9%	99.2%	99.6%
Host Cell DNA Residuals (ppm)	<0.1	Not available	<0.18
Host Cell Protein Residuals (ppm)	1.0	Not available	2.64

Source: publicly available data

Note: Drug C and Drug D’s information is based on their respective patent’s publicly available data.

The real-world data supporting the long-term safety and efficacy of aflibercept is predominantly generated by independent third parties. Key evidence includes large registry-based studies involving over 200,000 patients and 250,000 treated eyes with follow-up of up to six years, together with multiple independent meta-analyses and clinical studies involving thousands of patients.

Summary of clinical development and results

JZB05 was approved for clinical trials on January 29, 2021. It has completed pharmaceutical research, non-clinical studies, and Phase 1 clinical trials. Currently, it is in the Phase 3 clinical research stage, with subject enrolment completed with 335 patients in August 2025. The clinical trials for JZB05 comply with current nursing standards and follow the treatment models recommended by national and international guidelines, with the study protocols having been fully discussed with frontline clinical experts.

Clinical Development of JZB05

The below chart illustrates the clinical development timeline of JZB05.

2021.1	2022.7-2023.7	2023.9	2025.8	2026.8
IND Approval	Phase 1 clinical trial	Phase 3 clinical trial initiated	Full enrolment for Phase 3 clinical trial	Projected end for Phase 3 clinical trial

Phase 3 clinical trial

Trial design

Our Phase 3 clinical trial for JZB05 is a randomized, double-blind, parallel, positive-controlled, multicenter clinical study primarily comparing the efficacy characteristics of JZB05 and Eylea® (Aflibercept) in patients with DME. It also compares the similarity of safety, immunogenicity, and PK profiles. The target number of participants for this study is 334, with the first subject enrolled on October 13, 2023. As of the Latest Practicable Date, 335 subjects have been enrolled. As of March 2026, the study remains blinded and the database has not been locked. Unblinding and the prespecified analyses comparing efficacy and safety with Eylea® will occur after all subjects complete the 52-week follow-up and the database is locked.

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The primary efficacy endpoint is the change in BCVA from baseline at week 8. Secondary efficacy endpoints include the mean change in BCVA over the study period, the proportion of subjects achieving significant vision gains, and the change in central retinal thickness (CRT). Other secondary endpoints assess safety (both ocular and systemic), immunogenicity (by testing for anti-drug and neutralizing antibodies), and pharmacokinetics.

Phase 1 clinical trial

Trial design

In the Phase 1 clinical trial, which started on July 1, 2022 and concluded on July 10, 2023, we conducted a randomized, double-blind, parallel-group, active-controlled study to evaluate the clinical safety, PK characteristics, and preliminary efficacy of a single intravitreal injection of JZB05 compared to Eylea® (aflibercept) in Chinese adult patients with DME. The study aimed to provide a reference for rational clinical use. A total of 20 subjects were enrolled in the study, divided evenly between the test and reference groups.

The trial evaluated primary efficacy endpoints, secondary efficacy endpoints, and primary safety endpoints. The primary efficacy endpoint was changes in BCVA from baseline on Day 28. Secondary efficacy endpoints included: (i) changes in BCVA from baseline at different follow-up visits during the treatment period; (ii) changes in central retinal thickness (CRT) from baseline on Day 28; (iii) the proportion of subjects with an improvement of ≥ 5 ETDRS letters from baseline on Day 28; and (iv) the proportion of subjects with an improvement of ≥ 10 ETDRS letters from baseline on Day 28.

The primary safety endpoints included: (i) the incidence of overall AEs, drug-related AEs, SAEs, clinical symptoms, vital signs, physical examination findings, and laboratory test results on Day 28; and (ii) the incidence and severity of ocular AEs, as well as the incidence and severity of non-ocular AEs impacting vision, identified through physician examinations or subject reports.

PK

The PK parameters of free and total drug concentration (C_{max} , T_{max} , AUC_{0-t} , and $AUC_{0-\infty}$) showed no statistically significant differences between the test group and the reference group. Both groups exhibited similar systemic exposure, demonstrating that the systemic PK data of JZB05 is comparable to that of the reference product Eylea®. The PK results are essentially similar.

Efficacy results

After a single intravitreal injection of 2.0 mg (0.05 ml) of JZB05, compared with a single injection of the same dose of Eylea®, there were no statistically significant differences between the two groups in secondary efficacy endpoints, including BCVA, CRT, and ETDRS. Therefore, the clinical efficacy comparison between JZB05 and the reference product Eylea® yielded similar results.

Safety results

During the trial, the incidence of AEs and TEAEs was 40.0% in both the test group and the reference group. The incidence of ocular TEAEs was 20.0% in the test group and 30.0% in the reference group. Both formulations demonstrated good safety and tolerability. The clinical safety comparison between the test formulation (JZB05) and the reference formulation (Eylea®) showed similar results.

Immunogenicity

There was one subject who tested positive for ADA during the entire study period. In the trial group, one subject tested positive for ADA. This subject had a positive ADA result on day 14 after a single dose administration (Nab results were negative), and the ADA result became negative on day 28 after administration. This subject showed full pharmacodynamic activity, with PK parameters showing no significant differences compared to other subjects in the group. No

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immunogenicity-related adverse events occurred, and no impact of anti-drug antibodies on the pharmacodynamics or safety was observed. Due to the limited sample size in our Phase 1 trial, we will further objectively explore and analyze the clinical similarities and differences in immunogenicity between the trial group and the reference group in the ongoing Phase 3 trial.

Conclusion

The results of the Phase 1 clinical study of JZB05 showed that, after a single intravitreal injection of JZB05 (2.0 mg/0.05 ml), compared to a single injection of the same dose of Eylea®, the systemic PK results were similar, and the preliminary efficacy comparison showed similar results. The preliminary safety comparison showed similar results. On Day 14 of the study, one subject in the trial group tested positive for ADA (Nab testing was negative), which did not impact the subject’s efficacy or safety.

Pre-clinical research

As of the Latest Practicable Date, JZB05 demonstrated comparable biological activity to Eylea® in in vitro HUVEC bioassays and VEGF-family binding studies. In a laser-induced choroidal neovascularisation model in cynomolgus monkeys, single intravitreal dosing produced efficacy comparable to Eylea®, and ocular and systemic PK profiles were broadly consistent. Repeat-dose studies identified no systemic toxicity, with ocular tolerability and immunogenicity comparable to Eylea®, supporting clinical development of JZB05.

Material communications and next steps

Our JZB05 is currently in the Phase 3 clinical stage. During the research and development process, we applied for a technical communication meeting with the CDE regarding the IND application, Phase 3 protocol, and Phase 1 study results. Specifically, we held communications (i) in April 2020 for Pre-IND consultation, following which we proceeded with the IND application; (ii) post-Phase 1 consultation on the Phase 3 study design in April 2024, and (iii) in December 2024 for follow-up consultation on protocol optimization and similarity assessment. We plan to apply for a Pre-NDA technical communication meeting with the CDE after the completion of Phase 3 clinical trials in the second half of 2026. As of the Latest Practicable Date, we had received no major concerns or objections from the CDE to our clinical development plan for JZB05.

Collaboration arrangements and commercialization plans

JZB05 is expected to be launched and marketed in 2028, with the primary target market being mainland China. We entered into an exclusive commercialization agreement with Kangzhe Vision Technology, a subsidiary of CMS, for JZB05 in Chinese Mainland. For details, see “— Commercialization, Sales, Marketing And Distribution — Collaboration with Third-Party Distributors.”

JZB05 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

Our Key Product: JZB32 (ocriplasmin intravitreal injection)

Overview

JZB32 is a recombinant human truncated plasmin injection (ocriplasmin) biologic candidate we developed to address the critical lack of non-surgical treatment options for vitreoretinal interface diseases in China, particularly sVMA. We have completed Phase 1 clinical trial for the sVMA indication in February 2026.

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JZB32 may become the first ocriplasmin biological drug being developed in China, subject to regulatory approval. Currently, sVMA can only be treated with surgical interventions such as vitrectomy in China. If approved, JZB32 could become the first drug for this condition in China. Simultaneously, by researching disease mechanisms and drug action pathways, we have led the investigation into the potential application of JZB32 for a new indication — PCV. This initiative has also advanced to Phase 1 clinical trials.

Mechanism of action

VMA occurs when the eye’s vitreous gel fails to fully detach from the retina during the normal aging process. This results in an abnormal traction on the macula, the central region of the retina, which can lead to severe vision loss. Ocriplasmin, a micro fibrinolytic protein, acts as a “molecular scalpel” to resolve this condition. When injected into the vitreous, it enzymatically degrades the abnormal adhesive proteins at the vitreoretinal interface. This action induces vitreous liquefaction, causing the vitreous to detach from the retina and thereby relieving the harmful traction.

Current therapies

Currently, there are no available drugs for VMA and VMT patients in clinical practice in China. Even with early diagnosis, the condition can only be conservatively monitored. Once vision is severely impaired, vitrectomy is performed to physically release adhesions, barely preserving vision. This vitrectomy requires vitrectomy through the ciliary body flat area using a microsurgical knife to remove the vitreous posterior cortex adhered to the macula, relieving continuous traction on the macula and alleviating or eliminating retinal deformation and edema caused by it.

Potential market opportunities and competition

For potential market opportunities and competitive landscape, see “Industry Overview — The Ophthalmic Drug Market”.

Our advantages

As the only ocriplasmin drug candidate in clinical development in China, JZB32 offers significant advantages in effectiveness, safety, accessibility, and patient compliance compared to vitrectomy surgery, the current standard of care.

In terms of efficacy, while vitrectomy is a late-stage manual surgery, JZB32 functions as a “molecular scalpel” that can be used for early intervention in mild cases or as a surgical replacement in severe ones, with effects often seen within two days. In terms of safety and accessibility, JZB32 is administered as a minimally invasive routine injection with high safety and fewer complications, making it suitable for use in most county-level hospitals. In contrast, vitrectomy is a highly invasive and difficult surgery with numerous risks, available only in a few top-tier hospitals with a limited number of qualified surgeons. In terms of patient compliance, the treatment experience is substantially improved, requiring only a single, minutes-long injection with no post-procedure positional requirements, compared to vitrectomy’s hour-long surgery and mandatory weeks of prone recovery.

Furthermore, according to Frost & Sullivan, we are one of the first to address the challenges of enzyme protein instability, susceptibility to degradation, and the difficulties associated with drug development by leveraging our enzyme protein process development technology platform, improving yield and purity.

Summary of clinical development and results

JZB32 received its clinical approval in November 2019, and we have completed Phase 1 clinical trial for the sVMA indication in February 2026 and have enrolled 10 patients for the PCV indication.

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Clinical development of JZB32

The chart below summarizes the development timeline of JZB32.

2019.11	2022.11	2026.02
IND Approval	First subject enrolled	Completion of Phase 1 clinical trial

Phase 1 clinical trial

As a multi-center, open-label, non-randomized, single-dose escalating dose design, this trial is aimed at observing the safety of JZB32 in adult subjects with sVMA and exploring the maximum tolerated dose of the single-dose administration. The trial is a single-arm study, meaning all subjects receive the same treatment without a reference group for comparison. As Jetrea® is not available in China, our JZB32 is not being developed as a biosimilar but is instead being submitted to regulatory authorities as a Category 3.2 drug (a biopharmaceutical product approved outside China but not yet available domestically). Therefore, no direct comparison with Jetrea® is required for this trial. This currently ongoing study represents the first-ever clinical trial of ocriplasmin in Chinese subjects, which prolonged the period to complete the Phase 1 clinical trial.

We recruited 12 to 24 sVMA patients for the trial, which will include four dose groups. The study incrementally escalated doses starting from the lowest group, with 3 to 6 patients (maximum 6 patients per group) in each dose group. Each patient will receive one dose, followed by safety and final visits. The first subject was enrolled on November 4, 2022. As of the Latest Practicable Date, Phase 1 clinical trials have been completed.

The primary efficacy endpoints of the Phase 1 trial include: (i) the change in vitreous detachment levels on day 28; (ii) the incidence of VMA release at days 7, 14, and 28; (iii) the improvement in the smallest diameter of macular hole compared to baseline at days 14 and 28; (iv) the improvement in BCVA of the non-surgical eye at days 7, 14, and 28; (v) the incidence of avoiding vitrectomy within 28 days post-administration. The primary safety endpoints include the incidence of dose-limiting toxicities (DLT) and determination of the maximum tolerated dose (“MTD”).

Pre-clinical research

As of the Latest Practicable Date, JZB32 demonstrated mechanism-consistent proteolytic activity in vitro and produced posterior vitreous detachment with relief of vitreomacular adhesion in non-human primates, with effects comparable to Jetrea® under studied conditions. Ocular pharmacokinetics showed rapid vitreous clearance with profiles comparable to Jetrea® in relevant species. Safety studies identified no unexpected systemic toxicity. Ocular findings were largely pharmacologically related with recovery observed, while lens subluxation was an expected on-target effect. These non-clinical data support the proposed clinical dosing and development of JZB32.

A novel indication expansion of JZB32 for PCV

Overview

JZB32 PCV is a self-developed Category 2.2 improved biopharmaceutical, an extension of JZB32 with a new indication for PCV. JZB32 PCV received clinical trial (IND) approval in April 2023, has completed pharmacological and non-clinical studies, and is currently undergoing Phase 1 clinical trials. The Phase 1 clinical trial for the PCV indication commenced in August 2024.

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The exact cause of PCV remains unclear, but the prevalent theory suggests it is a choroidal thickening-related disease, while another posits that PCV is a major subtype of exudative AMD. Both imaging and histopathological studies support these two potential causes of PCV. PCV is classified into two subtypes: (i) neovascular AMD-associated and (ii) idiopathic. Idiopathic PCV has the following subtypes: exudative PCV, which involves serous pigment epithelial detachment (PED) and/or retinal detachment in addition to polyps, along with significant yellow-white lipid exudates, and hemorrhagic PCV, characterized by hemorrhagic pigment epithelial detachment or massive subretinal hemorrhage, leading to potential sudden vision loss. JZB32 PCV specifically targets idiopathic PCV with a hemorrhagic subtype for research.

Mechanism of expansion

PCV is characterized by abnormal blood vessels with significant fibrin accumulation, leading to leakage and subretinal hemorrhages. Existing treatments using tissue-type plasminogen activator (t-PA), which works by creating plasmin to dissolve fibrin clots, have already demonstrated efficacy in treating hemorrhagic PCV.

Our proposed mechanism of expansion is based on the fact that ocriplasmin is a structurally optimized fibrinolysin that acts more directly than t-PA. We hypothesize that an intravitreal injection of ocriplasmin could effectively treat hemorrhagic PCV by dissolving the fibrin associated with the condition. This would work by both reducing pressure and leakage within the abnormal vessels and clearing existing blood clots outside the vessels, thereby promoting the resolution of submacular hemorrhages.

Potential market opportunities and competition

PCV primarily affects Asian populations, with a younger age of onset and a higher prevalence in males compared to AMD. Among Chinese patients with AMD, its prevalence ranges from 24.5% to 49%. Currently, no specific PCV medication is marketed globally, and according to Frost & Sullivan, we are the only domestic company conducting a Phase 1 clinical trial for this indication.

Current treatments, including anti-VEGF therapy, verteporfin photodynamic therapy (vPDT), and combination therapy, have significant limitations. Anti-VEGF treatment offers limited efficacy with high recurrence, as the underlying abnormal vessels often persist. PDT also has high recurrence rates and can cause severe side effects, including hemorrhage. Consequently, there is a clear clinical need for more effective and improved treatment strategies to reduce the recurrence of polypoidal lesions and improve patient outcomes.

Expansion safety

Ocriplasmin is a drug that has already been approved and marketed for ocular injection, with its overall safety in treating sVMA having been clinically validated. Due to the current lack of effective treatment options for PCV, the mechanism of action of ocriplasmin (which degrades components such as fibrin) suggests that it has potential clinical value in PCV indications. Furthermore, our expansion plan for ocriplasmin's indications has been recognized by the CDE, further confirming our safety assessment for the use of ocriplasmin in the PCV indication.

Ongoing Phase 1 clinical trial

Trial design

Our ongoing JZB32 PCV Phase 1 trial is a multicenter, open-label, single-arm, non-randomized, single-dose escalation study of JZB32 injection for the treatment of PCV. The trial aims to assess the safety and maximum tolerated dose of a single vitreous injection of JZB32 in PCV subjects and determine the recommended dose for Phase 2 clinical trials. The target enrollment is 13 to 25 subjects, and as of the Latest Practicable Date, ten subjects have been enrolled. Extended period of time is necessary to ensure safety because unlike receptor-targeted drugs, JZB32 acts via enzymatic degradation intra-ocularly, necessitating sentinel dosing, staggered and strict patient enrollment, and extended observation windows before admitting subsequent patients. During the trial, subjects will receive a single vitreous injection of JZB32.

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The primary safety endpoints of the trial are (i) observing the safety of a single dose of JZB32 in PCV subjects during the trial period; and (ii) exploring the MTD of a single dose of JZB32 in PCV subjects. The efficacy endpoints are (i) changes in BCVA from baseline in each dose group at Day 7, 14, 28, and 56; (ii) changes in the subretinal hemorrhage area in the macula (6×6 mm) measured by OCT from baseline in each dose group at Day 7, 14, 28 and 56; and (iii) changes in the CRT from baseline in each dose group at Day 7, 14, 28 and 56.

Pre-clinical research

As of the Latest Practicable Date, due to the absence of an established PCV animal model, additional in vitro pharmacodynamic assays were conducted. JZB32 showed concentration- and time-dependent thrombolytic activity and, under certain test conditions, greater activity than alteplase. Non-clinical pharmacology, pharmacokinetics and toxicology otherwise leverage the JZB32 sVMA package for which clinical trial approval has been obtained, and together these data support further investigation of JZB32 PCV.

Other PD, safety pharmacology, PK and toxicology data have already been submitted for the original indication of JZB32 (sVMA), and this application has been approved for clinical trials.

Material communications and next steps

The JZB32 research for the sVMA indication has completed its Phase 1 clinical trials in February 2026. In 2023, based on the research of this project, an additional clinical trial application for the PCV indication was submitted. The research for the PCV indication is also currently in Phase 1 clinical trials and has enrolled 10 patients, and we expect to complete the Phase 1 clinical trial for PCV in 2026. As of the Latest Practicable Date, we had received no major concerns or objections from the CDE to our clinical development plan for JZB32 and its indication expansion.

JZB32 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

Our other ophthalmic drug candidates

JZB07 high-concentration aflibercept solution (a biosimilar to Eylea[®] HD)

JZB07 is a high-concentration aflibercept intravitreal injection solution independently developed by us, administered via vitreous cavity injection. JZB07 is an enhanced version of JZB05, designed for the treatment of FNDs. It uses aflibercept as the active ingredient and increases the protein concentration per unit dose, thereby significantly extending the dosing interval. This extension helps alleviate the discomfort caused by frequent intravitreal injections in current treatments, thereby improving patient compliance.

Mechanism of action

For specific details, please see “— Our Core Product: JZB05 aflibercept solution (a biosimilar to Eylea[®]) — Mechanism of action.” Compared to JZB05, JZB07 primarily reduces the frequency of drug administration and dosage intervals for patients by increasing the drug concentration.

Potential market opportunities and competition

For detailed market competition information, please see “Industry Overview — The Ophthalmic Drug Market”. With its innovative high-concentration injection regimen from JZB05, JZB07 is expected to play a significant role in reducing injection frequency and improving patients’ quality of life, especially in the elderly population.

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Summary of pre-clinical research

JZB07 is currently in the preclinical pharmaceutical development stage. Its cell lines, culturing processes, and purification methods are largely consistent with those of JZB05. The formulation has undergone preliminary screening.

Clinical development plan

JZB07 is currently in the preclinical pharmaceutical development stage, and we plan to submit IND application for JZB07 in 2026.

JZB07 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

JZG03 — a novel molecule for FND

Mechanism of action

JZG03 is a novel drug-carrier complex we developed using our Tetrahedral DNA Nanostructure (TDN) delivery platform to treat FNDs. It works by leveraging the TDN carrier’s high efficiency to deliver functional microRNA (miRNA-22) to the retinal lesion. This enables multi-target gene regulation, simultaneously downregulating the expression of VEGF while upregulating YES-associated protein (YAP). By acting at the gene level, JZG03 overcomes the limitations of traditional anti-VEGF drugs, which only block the VEGF protein. Based on animal data, JZG03 is expected to achieve a triple therapeutic effect: inhibiting neovascularization, promoting vascular normalization, and repairing nerve damage.

Potential market opportunities and competition

For detailed market competition information, please see “Industry Overview — The Ophthalmic Drug Market — Competitive Landscape.”

Our JZG03 achieves three key breakthroughs by directly regulating disease targets at the gene level. First, it bypasses the druggability limitations of target proteins by silencing or compensating gene expression (such as downregulating VEGF and upregulating YAP), allowing intervention in the “undruggable targets” that traditional therapies cannot address, fundamentally overcoming the bottleneck in expanding indications. Second, leveraging the characteristics of small nucleic acid drugs, a single injection is expected to achieve long-lasting effects. Third, the non-viral TDN carrier avoids the risks of genomic integration associated with viral vectors like AAV and significantly reduces immunotoxicity due to its low immunogenic design, potentially offering patients a safer treatment option.

Summary of pre-clinical research

As of the Latest Practicable Date, we have completed process and quality-related studies in the pharmaceutical section, including the development of single-stranded nucleic acid synthesis processes, API assembly and purification processes, formulation and manufacturing process development, analytical method development, and the establishment of quality standards. Additionally, we have conducted non-clinical studies in the preclinical section, such as formal pharmacodynamic studies, pharmacokinetics, and preliminary toxicology experiments.

Clinical development plan

As of the Latest Practicable Date, JZG03 was still in the preclinical pharmacology and toxicology research stage and has not yet been planned to enter clinical development.

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Material communications and next steps

We submitted a pre-IND application to the CDE, reporting the interim research results of JZG03 and discussing relevant issues related to the preclinical pharmaceutical and pharmacology-toxicology studies. The CDE raised no objections to our proposed follow-up research plan. Currently, non-clinical studies are ongoing based on the research plan approved by the CDE.

JZG03 MAY NOT ULTIMATELY BE SUCCESSFULLY DEVELOPED AND COMMERCIALIZED

OUR TECHNOLOGY PLATFORMS

We have established proprietary technology platforms that encompass the discovery, process development and production of biologics, enabling support from early research through commercialization. The effectiveness of this comprehensive and scalable approach is showcased by our diverse product pipeline of assisted reproductive drugs and ophthalmic drugs. The development of these platforms has been integral to the development and future commercial-scale readiness of our Core Products, JZB30 and JZB05, which in turn serve as anchor products that validate our technologies and inform follow-on candidates across assisted reproduction and ophthalmology. As these platforms support our entire pipeline, the associated R&D costs are shared across multiple programs, with a portion reasonably allocated to the Core Products. As of the Latest Practicable Date, our technology platforms have collectively contributed to 22 invention patents, reflecting our strong innovation capabilities.

Across our R&D workflow, these platforms are deployed at three stages: (i) drug discovery and process development; (ii) IND applications and clinical studies; and (iii) regulatory submission and production. Our drug discovery technology platform underpins innovative nucleic-acid programs such as JZG03. For biosimilar programs, including JZB30 and JZB05, development commences with our advanced precision control process development platform. Our integrated production technology platform enables process validation and the supply of clinical materials and commercial-scale manufacturing.

Drug Discovery Technology Platform

In our drug discovery, we have established an advanced Tetrahedral DNA Nanostructures (“TDN”) platform for innovative molecular R&D. This platform leverages the unique properties of DNA tetrahedra, which are self-assembled from four single-stranded DNA molecules. These structures are designed to possess specific sequences, dimensions, spatial conformations, and biological characteristics. Such designs enabled our TDN platform to directly modulate disease-associated genes at the RNA or DNA level, offering a more comprehensive and potentially curative approach than conventional small molecule and large molecule drugs primarily targeted at disease-related proteins.

Gene therapies differ fundamentally from traditional therapies by targeting DNA or RNA to correct the genetic root cause of a disease, whereas traditional therapies target proteins to manage symptoms. As a result, gene therapies can affect multiple targets with strong selectivity and have a long half-life. In contrast, traditional therapies typically act on fewer targets with a shorter duration. Additionally, the development of lead compounds for gene therapies is generally less difficult.

This innovative approach can bypass the challenges of traditional protein-targeting therapies, such as the limited number of druggable protein targets and the difficulties in targeting protein function via binding pockets. By directly influencing the upstream expression of pathogenic proteins, TDN-based therapies offer the potential to “cure at the root” by regulating gene expression, thus overcoming the bottleneck caused by the limited druggability of protein target.

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TDN particles have shown exceptional properties, including ease of cell membrane penetration, high bio-compatibility, low immunogenicity, resistance to nucleases, and in vivo stability, making them an ideal vehicle for nucleic acid-based therapeutics.

Using the TDN platform, we have successfully developed JZG03, currently at the pre-IND stage for the treatment of FNDs. For more details about JZG03, see “— Our Drug Candidates — Our Ophthalmic Drug Candidates — Our other ophthalmic drug candidates — JZG03 — a novel molecule for fundus neovascular disease.” As of the Latest Practicable Date, the TDN platform has contributed to six invention patents, including one patent covering JZG03 and five reserve patents that support future pipeline development.

Advanced Precision Control Process Development Platform

We have a dedicated biotech team responsible for creating scalable, robust, and high-quality processes for our biosimilars, bio-betters and innovative biologic drugs, driving our process development. With extensive experience in process optimization, scale-up, analytical method development, quality criteria establishment, and technology transfer, our team ensures that each step is designed with precision and reliability. We adhere to a quality-by-design (“QbD”) approach, allowing us to scientifically define and control process performance characteristics to maintain consistent, high-quality manufacturing. We achieve our QbD objectives by leveraging an advanced precision control process development platform we established for the drug processing and technique refinement stage.

This platform supports the development of protein drugs for assisted reproduction and ophthalmology and includes the following key technologies: (i) complex glycoprotein process development technology, which allows us to manage glycosylation diversity for critical drugs like FSH, LH, and aflibercept, ensuring optimal biological performance and achieving glycosylation profiles highly consistent with reference drugs; (ii) enzyme protein process development technology. By precisely controlling the fermentation environment, this technology overcomes common degradation challenges in yeast expression systems, achieving protein yields of up to 80%, far exceeding the industry standard of 20%. This innovation enabled the development of our ocriplasmin candidate (JZB32), the only such product currently in clinical trials in China; and (iii) long-acting drug development technology. Guided by a “smart long-acting” philosophy, we use a portfolio of advanced technologies, including CTP and Fc fusion, PEG modification, and high-concentration formulations, to customize the duration of drug effects based on specific clinical needs, as demonstrated in our development of products like JZB36 and JZB07.

In practice, this platform supports (i) construction of high-expression cell lines in microbial and mammalian systems; (ii) quality-by-design based process development, scale-up and confirmation; (iii) analytical method development and validation; and (iv) pharmacology and toxicology studies in accordance with applicable requirements. Following completion of pre-clinical development, it further conducts process optimization and characterization to prepare for clinical manufacturing.

As of the Latest Practicable Date, our Advanced Precision Control Process Development Platform has contributed to 16 invention patents, including patents for JZB30, JZB33, JZB05, JZB35, JZB32, and JZB36, as well as multiple reserve patents for future pipeline development.

Integrated Production Technology Platform

In our production process, we have independently established an integrated production technology platform, leveraging our self-built advanced production facilities and efficient processes. This platform includes both eukaryotic and prokaryotic expression systems, allowing for large-scale production with significant capacity for industrial-scale manufacturing and ensuring a stable and cost-effective product supply. These production lines are designed to meet the specific characteristics of biopharmaceutical manufacturing in our key focus areas, while incorporating ongoing cost control strategies and robust supply chain management.

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Our production facilities, located in Chengdu, Sichuan, and Xuzhou, Jiangsu (the Xuzhou facility has completed construction and is undergoing facility validation as of the Latest Practicable Date), are designed to operate in compliance with GMP standards and have a combined planned production capacity exceeding 5,000L. These facilities are equipped with eukaryotic and prokaryotic expression system production lines that can meet the manufacturing demands of various protein-based drugs, with allocated production capacity tailored to support both current and future pipeline needs. We have successfully integrated high-density perfusion culture technology with automated continuous purification processes, significantly enhancing production efficiency. These process optimizations not only maximize capacity utilization but also reduce per-unit production costs, enabling us to maintain a competitive edge in a dynamic market environment.

Furthermore, we have successfully localized key equipment and consumables without compromising product quality by continuously implementing cost control strategies. This initiative has reduced supply chain risks, enhanced our ability to manage and supervise the supply chain, and ensured a stable and reliable product supply. For IND and clinical phases, this platform conducts process validation and provides clinical trial materials. For commercialization, it enables commercial-scale manufacturing and continued process validation across our Chengdu and Xuzhou facilities. This platform has been used to supply clinical trial materials for our biosimilar drug candidates, including JZB30 and JZB05.

RESEARCH AND DEVELOPMENT

Our clinically validated proprietary technology platforms provide solid in-house R&D capabilities for us, giving us precise control and visibility over our R&D process to ensure the quality and efficiency of our drug development programs. Furthermore, these platforms equipped us to handle the production of biologics across various expression platforms, including microbial fermentation and mammalian cell culture, as well as allowing us to manufacture a range of biopharmaceutical formulation, meeting stringent standards, in different dosage forms such as vial-based liquid injections, lyophilized powders, cartridge systems, and pre-filled syringes.

We primarily conduct our research and development activities through our in-house R&D team and engage CROs from time to time to support our preclinical research and clinical trials. We maintain a supplier admission evaluation and a qualified supplier roster and select CROs through competitive selection and direct negotiation procedures pursuant to our established measures. Additionally, we have established, and will continue to pursue, strategic partnerships through acquisitions, investments, business collaborations and innovating collaboration models with potential partners globally in R&D and commercialization to further unlock the potential of our clinical-stage drug candidates. See “— Our Strategies — Continue to Actively Seek and Deepen Strategic Partnerships.”

In 2024, 2025 and the four months ended April 30, 2025 and 2026, our research and development expenses were RMB132.7 million, RMB101.7 million, RMB32.9 million and RMB29.7 million, respectively, which accounted for 72.3%, 60.5%, 66.3% and 55.1% of our total operating expenses, demonstrating our strong commitment to innovation-driven growth. Our research and development expenses attributable to our Core Products amounted to RMB62.2 million, RMB55.1 million, RMB20.4 million and RMB16.2 million in 2024, 2025 and the four months ended April 30, 2025 and 2026, respectively, which accounted for 46.9%, 54.1%, 62.1% and 54.4% of our total research and development expenses, for the respective years/periods. Such Core Products’ R&D expenses decreased by 11.4% from RMB62.2 million in 2024 to RMB55.1 million in 2025, primarily due to the progress of the JZB05 Phase 3 clinical trial. It decreased by 20.6% from RMB20.4 million for the four months ended April 30, 2025 to RMB16.2 million for the four months ended April 30, 2026. Going forward, we expect that our expenditure in relation to R&D activities will continue to be substantial in line with the future growth of our business and may change based on the R&D progress of our pipeline assets.

In-house R&D Team

As of the Latest Practicable Date, our dedicated, in-house R&D team consisted of 140 professionals. This team is structured with senior leadership and younger professionals, and the team’s strong academic foundation is evidenced by two members holding doctoral degrees and 37 holding Masters’ degrees.

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Our R&D Leadership

Our R&D leadership has extensive prior experience and a proven track record in advancing assisted reproduction and ophthalmology research. The core leadership of our R&D team consists of (i) **Dr. Peng Hongwei, PhD**, our founder and CEO, with over 30 years of biopharmaceutical R&D experience, has made significant contributions to the field, including the groundbreaking work on “Mechanism of Tumor Angiogenesis and its Application in Anti-Angiogenesis Therapy,” which earned the National Science and Technology Progress Award (First Class) (國家科技進步一等獎). Dr. Peng also led the development of Xinhuosu® (新活素®), a national Category 1 biologic drug that has remained a distinctive treatment in the domestic market for nearly 20 years. It has received accolades such as the Sichuan Provincial Science and Technology Progress Award (First Class) (四川省科技進步一等獎) and is recommended as a first-line treatment in the National Acute Heart Failure Treatment Guidelines; and (ii) **Ms. Zhang Xuemei**, our quality authorized person overseeing our quality control and production management, has over 25 years of experience in quality management. Her scientific achievement, “Key Technology System Construction and Industrialization Project for PEG-modified Recombinant Protein Drugs,” received the National Science and Technology Progress Award (Second Class) (國家科技進步二等獎).

R&D Process

Our comprehensive R&D process spans all stages from drug discovery to commercial production, supported by three proprietary technology platforms. The process begins with drug discoveries and process development, where our TDN Drug Discovery Platform identifies novel candidates like JZG03, after which our Advanced Precision Control Process Development Platform supports process development, optimization, and preclinical studies. Following successful preclinical work, we advance to IND application and clinical research, producing materials in our GMP-compliant facilities and conducting multiple clinical trials. Finally, our Integrated Production Technology Platform enables commercial-scale manufacturing and continuous process validation for regulatory submission, with facilities equipped to produce various dosage forms under strict GMP standards.

Our R&D Centers

As of the Latest Practicable Date, our R&D team members are primarily based in Shanghai and Chengdu. Our R&D centers house comprehensive drug R&D and industrialization platforms covering the entire process from target design and high-expression cell line construction to process development, drug formulation research, and quality analysis. Its capabilities include protein expression and purification, structural characterization, quality control method development, formulation process and stability studies, and biological activity research, supporting simultaneous R&D of multiple biopharmaceuticals. It operates in compliance with GMP standards set by China’s NMPA.

Our Chengdu R&D center serves as a pilot process research center with capabilities in bioprocess development, protein purification, and quality analysis. It supports manufacturing of diverse dosage forms including freeze-dried powder injections, water injections, pre-filled syringes and cartridge bottles. It provides comprehensive quality analysis support throughout the project lifecycle from DNA sequence through IND and NDA filing to commercialization, with capabilities for developing and validating analytical methods at every stage.

Engagement of Third Parties in Research and Development

Collaborations with CROs

While much of our research and development is conducted in-house, we also collaborate with independent third-party CROs to access the specialized technology and services needed for complex pre-clinical studies and clinical trials, and to conduct further research on our samples and enhance

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our processes. We engaged 38, 30 and 11 CROs in 2024, 2025 and the four months ended April 30, 2026, respectively, at the clinical stage. We incurred expenses for services provided by CROs of approximately RMB19.8 million in 2024, RMB13.5 million in 2025 and RMB2.4 million in the four months ended April 30, 2026, which are included in our R&D expenses. There was no material non-compliance incidence during our cooperation with CROs and we did not have any material disputes or disagreements with the engaged CROs during the Track Record Period and up to the Latest Practicable Date.

We evaluate CROs’ track record in biologics-related preclinical and clinical studies, industry reputation and the qualifications and expertise of their staff. Pricing discussions with CROs are based on a range of considerations, including their academic and professional credentials, their industry experience, work scope proposed, and prevailing market rates. We have established long-term relationships with several reputable CROs. The agreement does not involve any special commitments to financial institutions and is valid for a period of five years.

Upon selecting a CRO to support our drug candidate development, we enter into a written agreement with the CRO, which sets out, among other things, the purpose and content of the clinical trial, responsibilities of each party, research procedures, remedy for breach and the payment schedule. To safeguard the confidentiality of R&D data and samples, we implement our Confidentiality Policy and enter into stand-alone non-disclosure agreements or include confidentiality clauses in CRO contracts. We require CROs to comply with our quality control and anti-corruption/anti-bribery policies and monitor compliance through internal quality control and third-party audits in accordance with our Audit Procedures and Quality Control Procedures. To strengthen integrity compliance, we implement our Anti-Corruption Policy and Whistleblowing Policy and include corresponding clauses in CRO agreements, alongside employee training.

We also set out mechanism for monitoring their services. We require CROs to adhere to the project management plan and carry out quality control at key milestones during the project, such as initiation, enrolment and follow-up completion. Quality management is conducted at research centers according to the QC frequency outlined in the project management plan, with analysis, summary and training provided for any issues identified at the centers. For protocol deviation events, monthly management meetings will summarize and analyze such events. Based on the deviation classification, the events will be submitted for investigator review and evaluated for further discussion and tests as needed.

The following table sets forth typical terms of our agreements with CROs.

Scope of services:	The CROs offer services for pre-clinical studies or specific phases of clinical trials as outlined in the agreement or work order, based on the research plan we put together. We are usually responsible for providing materials and consumables, and the CROs will adhere to the schedule (in the case of trials) and adhere to our specific quantity and quality level (in the case of sample research).
Term:	Clinical trial stages based (in the case of trials) and development plan based with duration dependent on the needs and progress of each project.
Payments:	We make payments to the CROs in accordance with each milestone.

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Intellectual property rights:	We own all intellectual property rights, including authorship of publications, patents and all other similar intellectual properties arising from the CRO services.
GCP compliance:	We require the CRO to conduct clinical trials in accordance with GCP standards.
Confidentiality:	We impose broad non-disclosure obligations on our CROs, and require them not to disclose our trade secrets or other business information obtained or discovered during the course of the services to any third party, subject to standard market carveouts such as disclosure pursuant to law or government orders.
Data Privacy	CROs are required to comply with all applicable data security laws in China. All personal data collected are subjected to protection requirements to prevent unauthorized access, alterations and destructions. CROs are also required to stop collecting any personal data upon completion of the services and to either destroy all personal data under our request or return all personal data collected back to us.
Anti-bribery	CROs are strictly prohibited from any bribery conduct, including bribes or payments of any kind with an illegal intention with government officials.
Termination:	We may terminate the agreements in the event of, among others, (i) any uncured breach by the CRO that is not remedied within a prescribed time-period; (ii) crossing beyond the agreed-upon timeframe in the agreements; or (iii) our unilateral advance written notice to the other party within the prescribed timeframe.

In addition, the following table sets forth the division of roles and responsibilities between us and CROs at each stage of our Core Products and other drug candidates in China.

Responsible Party	Pre-clinical	Phase 1	Phase 3
Company	(i) Method development of process and quality analysis and (ii) process method scale-up and confirmation and (iii) non-clinical research sample provision	(i) Clinical program design and quality control and clinical sample provision, (ii) process and analytical method optimization (as needed), (iii) communication with the CDE, and (iv) overall logistics coordination with clinical operations	(i) Process and analytical method validation (ii) clinical sample provision, and (iii) preparation of relevant paperwork with the CDE

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Responsible Party	Pre-clinical	Phase 1	Phase 3
CROs	(i) Non-clinical research pertinent to safety and efficacy assessment, (ii) auxiliary process research and (iii) parameter range study and (iv) other peripheral support	(i) Biological sample testing, (ii) data gathering and analysis, (iii) clinical site monitoring and (iv) sample productions (if needed)	(i) Trial research and data management and analysis and (ii) cooperate in the preparation of CDE related documents

MANUFACTURING

Manufacturing Facilities

We have two facilities in support of manufacturing our pipeline drugs: one located in the Medical City of Chengdu, Sichuan Province, and the other located in the High-tech Zone of Xuzhou, Jiangsu Province.

Our Chengdu industrial complex is positioned as our eukaryotic expression system production base. Spanning approximately 17 acres, it is included in the list of key projects of Sichuan Province in 2019 and the major projects of Chengdu. It is also backed by a government platform equity investment of RMB150 million. This facility is equipped to handle the production of samples for preclinical and clinical trials, as well as providing support for commercial production of our products. Our upstream production platform extensively utilizes single-use technologies and incorporates a variety of leading international bioreactor systems. The downstream formulation production platform is designed according to the standards for intravitreal injections, using top-tier domestic production equipment. The facility is equipped with three 200-liter and one 2,000-liter disposable bioreactor production lines for eukaryotic expression system fermentation. These lines allow for rapid switching between different products. Additionally, the facility has two downstream formulation production lines capable of producing various dosage forms, including lyophilized powder, liquid injections, cartridges, and prefilled injections.

Following JZB30’s NDA approval in April 2025, we are preparing the Chengdu lines for dedicated-line commercial production of high-activity products to enable in-house commercial manufacturing of JZB30. We submitted the change of manufacturing site filing for JZB30 in December 2025 and, subject to regulatory approvals and validation, target production approval and the commencement of in-house production by the end of 2026, which we expect will enhance cost control and supply continuity for JZB30. See “Future Plans and Use of [REDACTED].”

Our Xuzhou manufacturing facility, positioned as our prokaryotic expression system (including yeast expression system) production base, features a 10,014-square-meter Phase 1 building, with a Phase 2 project planned to cover approximately 6.6 acres. The facility is equipped with one 100-liter and one 500-liter prokaryotic upstream production line, as well as a formulation production line capable of manufacturing both vial-based liquid injections and lyophilized powder injections. The Xuzhou manufacturing site offers a full-chain industrialization capability, from pilot-scale production to GMP manufacturing. The facility is outfitted with advanced analytical instruments, ensuring rigorous R&D and GMP quality assurance systems. As of the Latest Practicable Date, our Xuzhou facility has completed construction in May 2025 and is undergoing facility validation. Upon completion, the facility is designed to have an annual production capacity of approximately 4 million vials for lyophilized products and up to 4.0 million vials for bulk solution, based on JZB32 specifications. The facility will primarily support the clinical-stage production and future commercial scale-up of our prokaryotic expression pipeline candidates, including JZB32 and JZB08.

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The following table sets forth, for our Chengdu facility, the design capacity (batches per annum), actual output (batches) and utilization rates for 2024 and 2025. The output of Chengdu facility shown in the table represents sample production for preclinical and clinical trials.

Projects	Design Capacity (batches per annum)	Actual Output (batches)			Utilization rate		
		For the year ended December 31,		For the four months ended April 30,	For the year ended December 31,		For the four months ended April 30,
		2024	2025	2026	2024	2025	2026
JZB 33/30	27	4	3	—	14.8%	11.1%	—
JZB 05	23	5	5	3	21.7%	21.7%	39.1%
JZB 36	23	—	—	—	—	—	—
Overall drug substance line utilization rate					36.6%	32.9%	39.1%

In the table above, JZB 33/30 are presented on a combined basis as they share the same drug substance manufacturing line at our Chengdu facility. A single batch of drug substance may be allocated across these two projects for subsequent formulation into drug product. Therefore, the design capacity, actual output and utilization rate cannot be separately attributed to individual projects at the drug substance production stage. Batch production follows standardized process parameters, although actual batch volumes and drug product quantities may differ from theoretical values within process tolerances. Capacity and utilization are calculated based on theoretical batch sizes.

Manufacturing Process

The overall manufacturing process of our prokaryotic expression system production process primarily includes seed preparation, seed fermentation, production fermentation and dilution, primary solution purification, formulation, dilution, filtration, formulation testing, quality control and packaging, and frozen storage.

The overall manufacturing process of our eukaryotic expression system production process primarily includes establishing a cell bank, cell culture and expansion, harvest clarification and purification, sterilization filtration, and primary solution testing. The validated primary solution then undergoes formulation, sterilization filtration, and semi-finished product testing in the formulation production process. Finally, after quality control and packaging, the pharmaceutical finished product is obtained.

Our manufacturing operations team in Chengdu and Xuzhou works closely with cross-functional teams, including quality assurance, quality control, pharmacovigilance, and supply chain management, to ensure the production in a reliable and safe manner. This collaboration adheres to a comprehensive set of GMP standard operating procedures, ensuring that all aspects of production meet stringent quality standards. In addition, as a critical central component in transitioning from laboratory development to large-scale production, we integrate the management of process development, quality standard establishment, and manufacturing technology. By utilizing advanced N-1 perfusion techniques, we ensure that our processes can rapidly and stably advance toward industrialization.

Quality Management

We have established QA and QC teams to manage the quality systems across the development, manufacturing, and commercialization of our drug candidates. Our QA team ensures that our products and processes comply with regulatory standards and guidelines, while our QC team carries out thorough testing and analysis to confirm that our materials and products meet predefined quality standards, with consistent and reliable testing methods.

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In addition, we have established a comprehensive internal quality management system that spans the entire cycle of our drug candidates, adhering to the standards set by the NMPA. Our quality management system undergoes continuous review and updates, driven by ongoing monitoring of various components, including our laboratory control system, production system, materials system, facilities and equipment system, as well as our packaging and labeling system, to ensure full compliance with regulatory requirements. We employ digital information management systems to accurately and efficiently maintain ongoing control over materials and results throughout the entire drug development process, ensuring that our data remains reliable and traceable.

Engagement of Third Parties in Manufacturing

During the Track Record Period, we engaged a CMO in China to produce development and clinical trial materials for JZB30 while we calibrated and tested our self-operated facility in preparation of commercial production. For 2024, 2025 and four months ended April 30, 2026, the aggregate service fees attributable to this CMO amounted to RMB9.3 million, RMB0.8 million and RMB0.4 million, respectively.

While the collaboration was originally contemplated to cover both development and clinical trial material production and transitional commercial production, the parties did not proceed with such arrangement. This engagement has concluded as we submitted the change of manufacturing site filing for JZB30 in December 2025 to directly transition to full in-house commercial manufacturing of JZB30 at our Chengdu facility from the start of commercialization, as our Chengdu facility has been purpose-built with dedicated commercial-scale production lines capable of meeting JZB30’s manufacturing demands, making in-house production a more cost-effective and supply-stable alternative to continued reliance on a third-party CMO. We believe that there are no impediments to obtaining approval for the Supplementary Application for Domestic Production of Drugs from the CDE, which is expected in December 2026. We expect to commence sales of both JZB30 and JZB33 in January 2027. See “Summary — Recent Development”.

Key terms of our agreement with the CMO are set forth below.

Scope of services:	The CMO provides us with production of samples and production of clinical materials according to the unit price, volume and requested delivery date specified by us.
Term:	Trial-stage based as pre-negotiated between parties.
Payments:	We make payments to the CMO in accordance with the payments schedule set forth in the agreement, which is typically linked to the stages of the manufacturing process and the deliverables we receive.
GMP compliance:	We require the CMO to perform its services in accordance with GMP standards.
Intellectual property rights:	We own all intellectual property rights arising from the outsourced manufacturing processes.
Confidentiality:	We impose broad non-disclosure obligations on the CMO, and require them not to disclose our trade secrets or other business information obtained or discovered during the course of the services to any third party, subject to standard market carve outs such as disclosure pursuant to law or government orders.

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Termination:

We may terminate the agreements in the event of, among others, (i) any material breach by the CMO; or (ii) any other breach by the CMO that is not remedied within a prescribed time-period, such as delivery of non-conforming products.

We select CMOs that (i) hold a valid Drug Manufacturing License and business license, (ii) operate facilities that meet applicable GMP standards, and (iii) are able to manufacture in accordance with the registered process and specifications for the entrusted product. We require the CMO to cooperate with our audits and to implement corrective and preventive actions. These requirements are set out in our Entrusted Manufacturing Procedures.

In addition, to maintain strict quality and consistency oversight, we implement an on-site (resident) QA arrangement to perform spot checks and supervision and conduct initial and annual audits of the CMO’s laboratory management and testing procedures. We conduct periodic sampling and testing of key raw/auxiliary materials, intermediates (drug substance) and finished products at a minimum frequency of one batch per every ten batches produced, and at least one batch each year if fewer than ten batches are produced. In the event of major deviations or adverse trends, we perform batch-by-batch sampling and continued stability studies; for major post-approval changes, we test at least three consecutive finished batches after approval. These measures are defined in our Entrusted Manufacturing Sample Testing Procedures.

COMMERCIALIZATION, SALES, MARKETING AND DISTRIBUTION

We are preparing tailored commercialization strategies for each near-market drug candidate, starting with JZB30. These strategies will reflect the unique market positioning of each product and consider critical factors such as pricing, dosage regimens, the economic, social, and demographic characteristics of patients, as well as market access and reimbursement policies. In addition, in view of the promotional restrictions on prescription drugs, we have designed and registered a sub-brand related to assisted reproduction, which will be used to introduce related branded promotional materials for auxiliary brand promotion among clinicians and patients.

Pricing and Market Access Strategy

Subject to regulatory approvals and final labels, we intend to adopt an access-oriented pricing framework for our biosimilar products that references (i) prevailing prices of the originator and domestic comparators, (ii) affordability for target patient populations, and (iii) potential policy scenarios under centralized volume-based procurement and NRDL negotiations. Biosimilars generally do not enjoy a pricing advantage and are expected to be priced lower than the reference originator drugs to compete effectively.

This approach will guide our pricing and market access plans for near-market biosimilars. For JZB30, we plan to position it as a high-quality, value option with competitive pricing calibrated to facilitate provincial online listing and broad hospital coverage, while preserving flexibility for potential price adjustments under future procurement or reimbursement negotiations. JZB30 pricing is primarily benchmarked against imported competitor products. We believe competitive pricing effectively increases market access by (i) satisfying the requirements of hospital pharmacy and therapeutics committees, which generally prioritize cost-effective alternatives to existing mature products, providing a compelling rationale for hospital listing; (ii) meeting the price-linkage rules of provincial procurement platforms, which typically require biosimilars to be priced lower than reference originators to qualify for online listing; and (iii) aligning with the cost-containment objectives of the NRDL, positioning the product favorably for potential future inclusion negotiations.

We expect to commercialize JZB30 through a distributor model with defined coverage requirements/targets to support rapid breadth of access. Specifically, we plan to adopt a provincial agency model supplemented by targeted hospital promotion. Distributors will be selected based on

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their track record in the therapeutic area, financial strength, and clinical channel resources. To incentivize performance and coverage, we intend to offer competitive channel policies, including potential cooperation opportunities for our future pipeline products and sustained partnership commitments.

Similarly, for JZB05, if approved, we plan to price JZB05 at a competitive level lower than the innovative drug and domestic biosimilars to expand access, with annual treatment costs aligned with label dosing and with a buffer for policy-driven price actions (e.g., procurement or NRDL outcomes). The general pricing principle for JZB05 is to reference imported competitors, while taking into account domestic market conditions, including factors such as volume-based procurement. While the commercial rights for JZB05 have been licensed to Kangzhe Vision Technology, we are in control of commercialization strategy tailored to the specific clinical settings for intravitreal administration, and Kangzhe Vision Technology will execute such strategy leveraging its established ophthalmic sales network.

To mitigate potential pricing pressure arising from evolving biosimilar policies, we plan to implement scenario-based pricing corridors to accommodate procurement or NRDL outcomes without disrupting supply, prioritize rapid broadening of coverage through a distributor model with defined coverage objectives, and differentiate beyond price through physician education on dosing regimens and compliant patient-support initiatives, so that adoption reflects clinical needs rather than price alone. These strategies may be adjusted in light of regulatory approvals and market conditions. See “Regulatory Overview — Regulations Relating to Medical Industry — Regulations on Coverage and Reimbursement — Drug Price.”

In-House Marketing and Sales Team

We are establishing an experienced in-house marketing and sales team to support our product commercialization, with an immediate focus on developing a comprehensive sales plan for the assisted reproduction sector. Our strategy will be heavily academically driven; we will sponsor investigator-initiated clinical trials to generate local data, support experts presenting at major conferences, and host our own academic events to build clinical credibility and brand recognition. In parallel, we are collaborating with a leading tech company to develop a patient management platform to attract patients from all regions and direct them to our partnered medical centers. This dual approach aims to create a synergistic relationship between us, medical professionals, and patients, thereby solidifying our brand and market presence.

We have established substantive in-house commercialization capability and readiness for JZB30 and JZB33. We have formed a core marketing management team led by personnel with over 10 years’ experience in the assisted reproduction field, and are recruiting a distributor-enablement team comprising experienced specialist managers who provide academic enablement, market insight and promotion training to distributors. As of the Latest Practicable Date, we had appointed our marketing director and market manager and part of the enablement team, and had reserved a number of intended distributors covering major provinces. On pricing and market access, we have set a confirmed online listing price for JZB30 at a discount to the reference product’s listing price, completed listing-document preparation across provincial procurement platforms nationwide, and commenced engagement with provincial healthcare security bureaus for future reimbursement. We have also adopted a precision channel-recruitment model targeting the core reproductive centers that contribute the majority of market potential, supported by a “red-yellow-green” center tracking dashboard (a status-tracking tool that flags centers as on-track, at-risk, or underperforming) and quarterly performance reviews. Together with JZB30’s NDA approval in April 2025 and JZB33’s NDA acceptance since June 2025, these measures substantiate our readiness to commercialize both products through our in-house team.

Collaboration with Third-Party Distributors

We are in collaboration with Kangzhe Vision Technology on JZB05. In July 2025, we entered into an exclusive commercialization agreement with Hainan Kangzhe Vision Technology Co., Ltd. (“**Kangzhe Vision Technology**”), a subsidiary of CMS, for JZB05 in Chinese Mainland. Such

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agreement was amended and became effective on June 17, 2026. CMS was established in 1992 and is a biopharmaceutical group listed on the Main Board of the Stock Exchange (stock code: 867) and is secondarily listed by way of introduction on the Singapore Exchange Securities Trading Limited (stock code: 8A8). While we possess independent commercialization capabilities, among the range of commercialization options that we have, we selected it as our partner for JZB05 because of its established ophthalmology portfolio, nationwide channel coverage and KOL network, which align with JZB05’s therapeutic setting and are expected to accelerate market access and academic adoption while reducing channel build-out costs. The table below summarizes the salient terms of this collaboration, as amended.

Territory and exclusivity: . . .	Mainland China. CMS has exclusive rights to commercialize JZB05 in the territory.
Product scope:	JZB05 only. JZB07 is excluded and would be the subject of separate discussions.
Roles and responsibilities: . . .	We lead and are solely responsible for product development, registration and post-marketing studies, and retain final decision-making authority over pricing and commercialization strategy. CMS leads the execution of marketing, academic promotion, market access, tendering, and commercial channel management at its own cost, and manages distributor selection, channel execution and receivables under agreed controls and our oversight. We provide scientific support and training. Before formulating or adjusting the sales channel and marketing strategy or the pricing strategy for JZB05, CMS must consult us in advance, and we are entitled to make reasonable suggestions or raise objections; any bid price below an agreed threshold requires our prior written consent. Before appointing or replacing any major distributor, CMS must give us advance written notice together with the proposed distributor’s qualification information, and we may raise reasonable objections.
MAH, manufacturing and supply:	We remain MAH and are responsible for development, registration, maintaining approvals, manufacturing, and supply. In a supply-failure scenario that we fail to remedy within the agreed period, any production transfer is limited to emergency, temporary supplementary production and may not replace our primary manufacturing position. Contractual remedies apply if supply commitments are not met.
Forecasting and orders:	CMS provides rolling demand forecasts and consolidates customer orders. We confirm and supply accordingly.

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- Economics:** No upfront payment, milestone payment or sales-based royalty is payable by either party. We pay CMS a promotion service fee calculated as a three-tiered percentage of net sales tied to market pricing levels and annual target attainment, which is not subject to a monetary cap. The applicable fee rate ranges within the mid double-digit percentage range, depending on the prevailing market price band and CMS’s attainment of the annual volume targets we pre-set, and steps down to a lower rate where the weighted-average bid price falls below an agreed threshold. The fee is calculated on the sales amount receivable, after a low double-digit percentage commercial expense deduction and net of VAT. Any bid price below the agreed threshold requires our prior written consent. Commercial expenses from distributor to terminal are reconciled annually against an agreed cap, with any excess borne by CMS, while CMS also bears a minority portion of confirmed bad debts. Promotion service fees are pre-settled on a monthly basis with a structural lag, with an annual true-up.
- Performance and term:** Annual promotion targets apply from the first full year after launch. We pre-set escalating annual volume targets over the 10-year initial term, which CMS may not unilaterally adjust; downward adjustment is permitted only for causes attributable to us. If CMS’s attainment falls below agreed thresholds, CMS must pay us promotion compensation, and failure to pay within the agreed period entitles us to terminate. Where CMS achieves a high level of attainment for three consecutive years, subsequent volume targets are obviated. The agreement has a 10-year initial term with performance-based renewal.
- IP, trademarks and governance:** We solely own JZB05-related IP other than the brand name and trademarks. To ensure portfolio branding consistency, CMS determines and owns the brand name/trademark in the territory, but must heed our reasonable suggestions on their application, registration, maintenance, use and enforcement. We grant CMS a limited license to use JZB05-related IP and dossiers for promotion. A joint steering committee coordinates activities. Where a matter cannot be resolved even after CEO-level escalation, our position shall prevail. Sublicensing and subcontracting are permitted under agreed conditions. Specifically, CMS may subcontract promotion activities without our consent, but it needs our prior written approval to sublicense its commercialization rights to non-affiliate third parties. The parties are subject to a mutual non-compete in mainland China with respect to aflibercept biosimilars that have the same target, structure, and specifications.

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Priority overseas territories: . CMS has a six-month exclusive negotiation window after this agreement’s execution for defined “priority overseas territories.” During this window, we are restricted from negotiating with third parties. Thereafter, CMS holds a priority right which operates as a right of first refusal under equal commercial terms. These territories include Hong Kong, Macau and Taiwan, Southeast Asian markets (comprising Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, Philippines, Singapore, Thailand, Timor-Leste, and Vietnam), and Korea, New Zealand, Australia, the Middle East, North Africa and South Africa. We retain the right to engage third parties in these regions if CMS elects not to exercise such rights.

Accountability and liability: . For all decision-making rights attributed to us under this agreement, CMS may make reasonable suggestions, which we shall give full consideration and not reject without reasonable grounds. If our failure to adopt CMS’s reasonable suggestions in our decision-making materially impedes the market promotion, commercial management or other commercialization of JZB05 and renders CMS unable to realize its commercial purposes and/or interests, such conduct shall constitute a fundamental breach by us. In such circumstances, CMS has the right to terminate the agreement, and our liability includes full cost reimbursement, loss coverage and a fixed liquidated damages amount of RMB300 million. Where CMS does not elect to terminate, we shall compensate CMS for all losses suffered, and CMS may seek a proportional adjustment of volume targets to the extent affected by our conduct.

While CMS leads the execution of marketing strategies to leverage its network, we retain full rights and control over the commercialization of JZB05. As described above, we lead and are solely responsible for product development, registration and regulatory matters, retain ultimate control over the product lifecycle and supply through our status as the MAH and sole manufacturer, are thoroughly involved in formulating pricing and commercialization strategy, of which CMS must consult with us in advance, and oversee CMS’s distributor selection and channel execution, solely own all JZB05-related intellectual property other than the brand name and trademark, and hold the final say on matters that cannot be resolved by the joint steering committee and CEO of both parties. We dynamically determine CMS’s compensation in accordance with its commercialization performance and may terminate the agreement if CMS misses annual sales targets and fails to pay compensation. According to Frost & Sullivan, similar commercialization arrangements are common among biotech companies, especially in the commercialization of their early core products.

Collaboration with Clinical Institutions and Reproductive Field Associations

We have engaged with experts through academic projects and institutional empowerment initiatives to build promotional platforms for the entire product pipeline. Currently, the “Spark Plan” and “Protect New Life” projects are underway. Since the second half of 2022 we have completed phases with Sichuan Provincial Maternal and Child Health Hospital (2022 H2), Chengdu Women and Children’s Central Hospital (2023 H1), and West China Second University Hospital of Sichuan University and Chongqing Health Center for Women and Children (2023 H2). On the physician side, following product launch, we will support reproductive institutions through a series of specialized activities such as operational empowerment to help these institutions implement growth projects for customer acquisition. Under these collaborations, we plan content and coordinate expert speakers, while the partnering institutions host on-site activities and provide clinical resources and oversight. Funding is provided through our internal medical-education budgets and, where applicable, standard service contracts and cost-sharing arrangements with a third-party physician-education platform. Additionally, we will assist institutions in establishing regional reproductive specialty alliances to improve market penetration in targeted areas.

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We have also collaborated with clinical institutions for preclinical research and clinical trials for unlaunched products. This approach helps ensure that products better meet clinical needs, minimizes the risk of project failure, and strengthens the partnership between us and clinical institutions, laying the groundwork for future product launches.

Through large-scale branded public welfare activities, we aim to further enhance market penetration and improve our brand reputation, thereby laying a solid foundation for our sustainable development in this field. Leveraging the advantages of medical consortium units, we have actively attracted patients from the consumer end. We have already established cooperation with the Chinese Association for Improving Birth Outcome and Child Development, jointly implementing a support plan for grassroots hospitals across China.

Collaboration with Local Authorities

In collaboration with local authorities, we conduct comprehensive reproductive health advocacy campaigns in schools, enterprises, and communities, promoting education across all life stages and advocating for a modern culture of timely marriage and shared parental responsibility. We are also enhancing clinical services for fertility preservation by supporting medical institutions in providing better guidance and risk warnings. Furthermore, we plan to partner with domestic foundations on medication donation programs, which will both serve impoverished populations and strategically allow more clinicians to gain firsthand experience with our products, thereby building confidence and preparing the market for routine clinical use.

Collaboration for Overseas Sales and Marketing

United States and Europe: Collaboration with Nanjing King-Friend Regarding JZB33

In August 2024, we have agreed to license out our product JZB33 to enhance its international prospects to a publicly listed company, Nanjing King-Friend (603707.SH). Consideration comprises an initial payment of RMB5 million upon signing, a milestone payment of RMB15 million upon approval for commercialization in the United States, and, thereafter, a 5% share of net profit. Nanjing King-Friend will be responsible for U.S. regulatory submissions and will hold the U.S. marketing approval and will lead commercialization (including marketing and sales) in the United States. Set forth below are key terms with Nanjing King-Friend.

Scope of license:	License to manufacture in China (excluding registration, filing and sale) and sell products in the United States (non-exclusive PRC manufacturing license; exclusive U.S. sales license).
Royalty structure and milestone payments:	Initial payment of RMB5 million after signing; second payment of RMB15 million after product approval for commercialization in the United States. Upon successful commercialization, a profit share of 5% of the net profit shall be paid.
Territory	China (excluding Hong Kong, Macao and Taiwan) (production) and the whole United States (exclusive sales license).
Intellectual property rights:	We retain all the intellectual property rights.

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Confidentiality:	The licensee shall keep our information strictly confidential during the term of this Agreement and after the expiration of this Agreement. We may require the licensee to return to us or destroy all originals, copies, documents and materials in its possession.
Term of contract:	10 years from the effective date or five years after the launch of the product, whichever is later, with an automatic renewable period of two years.
Termination:	The agreement may be terminated upon (i) agreement in writing by both parties; (ii) incurable breach, subject to refund of paid fees; (iii) force majeure beyond 90 days and (iv) other termination events as set forth in the Agreement.
Compensation and limitation of liability:	Each party shall compensate for losses caused by its fault, and the licensee shall compensate third parties for claims caused by its own production or sales. Neither party shall be liable for indirect loss or damage.

As of the Latest Practicable Date, we had received the RMB5.0 million signing payment from Nanjing King-Friend. No milestone or profit-share payments had become payable during the Track Record Period and up to the Latest Practicable Date.

In the United States, Nanjing King-Friend has discretion over promotion, marketing, sales and pricing in accordance with the agreement, while we retain all intellectual property rights and PRC development, registration and commercialization rights.

In August 2025, we entered into a supplemental agreement with Nanjing King-Friend, in which we agreed to license out our products JZB33 in the European Union and the United Kingdom, including the relevant overseas territories (excluding Sint Maarten (Dutch part) and Saint-Martin (French part)) as additional authorized territory, granting Nanjing King-Friend an exclusive license to sell relevant products in such territories. Other key terms are similar to the original agreement, except for a consideration with a 10% share of net profit and a term of contract with 15 years from the effective date.

Commercialization Strategy and Timeline

Based on the current development plan, Nanjing King-Friend has submitted CTA for EMA approval for JZB33 in December 2025 and plans to submit the NDA later in the U.S. Additionally, Nanjing King-Friend is responsible for conducting the necessary R&D activities for U.S. registration, including pharmaceutical (CMC) and clinical studies, following the technology transfer from us. We currently do not have plans to commercialize JZB30 in the U.S.

Other Overseas Markets: Collaboration Arrangements with Rxilient for JZB30, JZB33 and JZB05

Outside of the U.S. market, we also pursue collaboration opportunities with other leading domestic companies in markets such as Europe, Southeast Asia, the Middle East and North Africa, including discussions with manufacturers in India regarding potential development in the Indian market. JZB30 is positioned to be the first FSH product from China to enter overseas markets.

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Products under evaluation for overseas markets include JZB30, JZB33 and JZB05. Our contemplated cooperation models include technology transfer and regional distribution, and we may consider CMO, co-development or NewCo structures over time.

In July 2025, we entered into license and supply agreements with Rxilient Medical Pte. Ltd. (“**Rxilient**”), a subsidiary of CMS, to register and commercialize JZB30/JZB33 and JZB05 in certain territories. Both parties reached understanding that modified this agreement on June 24, 2026. The table below summarizes the salient terms of this collaboration, as amended.

Territory and Exclusivity: . . .	Exclusive license in Australia, Brunei, Cambodia, Hong Kong SAR, Indonesia, Laos, Macau SAR, Malaysia, Myanmar, New Zealand, the Philippines, Singapore, South Korea, Taiwan, Thailand, Timor-Leste, Vietnam, and the Middle East and Africa markets specified in the agreements, and non-exclusive license for certain Latin American and Caribbean countries with priority right of first refusal.
Product Scope:	JZB30, JZB33 and JZB05
Roles and Responsibilities of Us and Rxilient	Rxilient executes registration and commercial activities, including regulatory filings, pricing, reimbursement and marketing at its own cost. We provide scientific support and training.
MAH, Manufacturing and Supply	Rxilient acts as the Marketing Authorization Holder. Contractual remedies apply if supply commitments are not met.
Forecasting and Orders	Rxilient provides rolling demand forecasts with regular updates. We confirm and supply accordingly.
Economics	No upfront, milestone or royalty payment is payable by either party. Supply price is around a third of net sales per SKU, subject to a provisional price floor. The supply price is invoiced at the provisional price, and reconciliations adjust differences.
Performance and Term	The initial term is ten years from the first commercial sale in each country, with automatic renewal for five years, followed by automatic five-year renewals unless terminated with 36 months’ notice. Termination rights include breach with cure periods, insolvency, or material debt default and others. Rxilient is entitled to terminate the agreements in the event that we fail to complete the [REDACTED] before December 31, 2026. As a contingency, we are also identifying other qualified overseas distributors and agents (for example, in Eastern European and Latin American markets) and deepening cooperation with existing partners to ensure timely overseas commercialization.
IP, Trademarks and Governance	Intellectual property remains with us, while Rxilient owns its trademarks and may register and use them freely. Both parties grant each other perpetual royalty-free licenses for improvements. Governance is managed through a joint steering committee and designated alliance managers.

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Rxilient acts as the marketing authorization holder in the territory because certain target markets require a locally-qualified holder for product registration, and the arrangement accommodates a potential future model of local fill-finish and sale. Rxilient owns and may freely use the trademarks in the territory because registration, marketing and sales in the territory are conducted by Rxilient, ensuring brand consistency across those markets. There is no upfront payment because the collaboration is a license-and-supply arrangement under which our economic return is realised through the supply price rather than upfront or royalty payments. These arrangements do not undermine our ownership or control of JZB30/JZB33 and JZB05: we retain all product-related intellectual property (other than the territory trademarks), remain the developer and supplier, and Rxilient’s rights are limited to registration and commercialization in the territory. While Rxilient and Kangzhe Vision Technology are both subsidiaries of CMS, the Rxilient collaboration is independent of our collaborations with Kangzhe Vision Technology; the arrangements are not inter-conditional or interdependent, and there is no overlap, transfer or sharing of rights or obligations among them.

Commercialization Strategy

For the markets covered by the Rxilient agreement, subsequent to the amendment, Rxilient plans to first file for regulatory approval in a target jurisdiction and progressively extend to other markets to leverage the target jurisdiction’s registration scheme suitable for our products. We are expected to be responsible for preparing the registration dossier content and ensuring system-inspection readiness in accordance with biosimilar requirements in the target jurisdiction, including conducting the necessary studies/experiments to close any gaps identified with the assistance of Rxilient. Rxilient is expected to be responsible for reviewing the dossier and providing gap analysis to support our preparation work, formulating the registration strategy, coordinating with the relevant regulatory authorities in the target jurisdiction and submission of the dossier, as well as all subsequent communications with the regulatory authorities. Following approval in the target jurisdiction, Rxilient will leverage the regulatory reliance pathways to accelerate filings in other countries within the territories. As of the Latest Practicable Date, we remain in discussion with Rxilient on the selection of the target jurisdiction and will determine the commercialization timeline pursuant to discussion result.

INTELLECTUAL PROPERTY

Our success relies on our ability to secure and maintain patents and other protections for key technologies, inventions, and know-how. Based on the FTO analysis of our Core Products and key products, we are not aware of any issued patents that may affect our rights to conduct research and development or commercialization of our Core Products and key products in China. For more information, see “Risk Factors — Risks Relating to Intellectual Property Rights.”

During the Track Record Period and up to the Latest Practicable Date, our Directors confirm that we had not been involved in any material proceeding in respect of, and we had not received notice of any material claim of infringement of, any intellectual property rights that may be threatened or pending, in which we may be a claimant or a respondent that may have a material adverse impact on us.

We conduct our businesses under the brand name of “Jingze Biotech” (“景澤生物”). As of the Latest Practicable Date, we held (i) 49 patents in China, (ii) 113 trademarks in China, (iii) three ownership rights to software publications in China, and (iv) 27 domain names in China. As of the same date, we also had (i) 18 patent applications pending in China and (ii) 9 trademark applications pending in China. The table below lists the material patents and patent applications we have owned or filed for our Core Products and key products, as of the Latest Practicable Date. None of them had other related rights, and all of them are self-developed and applied in China. For the rest of our patents held in China, see “Appendix VII — Statutory and General Information.”

Name	Patent number	Status
<i>For JZB30, our Core Product, applied in complex glycoprotein process development:</i>		
Recombinant human FSH and its preparation method	ZL201910704414.5	Patent granted in October 2021

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Name	Patent number	Status
FSH purification method	ZL202110272276.5	Patent granted in October 2022
Lyophilized formulation of FSH and method	CN202310223677.0	Updated patent application filed in March 2023
<i>For JZB05, our Core Product, applied in complex glycoprotein process development</i>		
Method for virus removal/inactivation . . .	ZL202011112058.7	Patent granted in June 2023
A preparation method for a recombinant human antibody fusion protein	ZL202011112039.4	Patent granted in April 2023
A preparation method for a recombinant human antibody fusion protein	ZL202210108226.8	Patent granted in April 2023
A preparation method for a recombinant human anti-VEGF antibody fusion protein	ZL202211619842.6	Patent granted in April 2026
<i>For JZB32, our key product, applied in sensitive proteins process development:</i>		
Preparation method for recombinant human Ocriplasmin	ZL201911398263.1	Patent granted in October 2021
Preparation method for recombinant human plasmid-Ocriplasmin	ZL202210051760.X	Patent granted in June 2023
Preparation method for recombinant human Ocriplasmin	ZL202210051762.9	Patent granted in June 2023
Preparation method for recombinant human plasmid-Ocriplasmin	CN202410557085.7	Patent application filed in May 2024
<i>For JZB33, our key product, applied in complex glycoprotein process development</i>		
Recombinant human FSH injection and its preparation method	ZL202211152386.9	Patent granted in November 2023

RAW MATERIALS AND SUPPLIERS

Our Raw Materials

We procure raw materials from suppliers based on our drug candidates’ development plans. Our raw materials primarily include reagents, cell culture media, chromatography resins, excipients, glucose, and polysorbate, as well as other medical consumables like single-use perishables and packaging bags. For selecting and managing raw material suppliers, we keep a list of qualified vendors and review their qualifications annually. This review considers factors such as quality, delivery performance, reputation, performance on past and present projects, compliance with relevant regulations and industry standards and other metrics based on the needs of each of our projects. To ensure the quality of raw materials provided, we have implemented a standardized system that outlines clear procedures and guidelines for the procurement and acceptance of raw materials, quality control inspections, warehousing, testing and storage.

Our Suppliers

During the Track Record Period, our suppliers mainly included those providing third-party contracting services for preclinical and clinical studies, as well as raw materials, consumables, and equipment necessary for developing our drug candidates. We have established stable relationships with qualified suppliers for raw materials and R&D services, and we are confident they can meet our needs. We also believe there are sufficient alternative sources available if needed.

During the Track Record Period, we procured certain CRO/CDMO-type services from affiliates of WuXi AppTec and WuXi Biologics (which were expressly identified as biotechnology companies of concern in previous iterations of the BIOSECURE Act). We are monitoring the U.S.

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BIOSECURE Act and, based on management’s assessment, are identifying qualified alternative providers with comparable capabilities and broadly similar pricing, subject to transition and validation. See “Regulatory Overview — U.S. Regulations Potentially Impacting Our Operations — BIOSECURE Act” and “Risk Factors — Risks Relating to Government Regulations — Changes in laws and regulations relating to the biopharmaceutical industry, including the ongoing healthcare reform in China and the U.S. BIOSECURE Act and its inclusion in the National Defense Authorization Act For Fiscal Year 2026, may result in additional compliance risks and costs.” If required, we expect to be able to increase purchases from other existing or alternative CRO/CDMO and raw-material suppliers at commercially reasonable cost.

We also did not face any significant disputes with our suppliers, material breaches of our purchase agreements, or experience any major shortages, delays, or price fluctuations in the supply of raw materials during the Track Record Period. For risks related to supply of our raw materials, see “Risk Factors — Risks Relating to the Manufacturing of Our Drug Candidates — Scarcity of available raw materials or increases in our raw material costs may negatively impact our business, financial condition and results of operations.” In 2024, 2025 and four months ended April 30, 2026, our purchases from our five largest suppliers in each year/period during the Track Record Period were RMB28.3 million, RMB13.9 million and RMB3.6 million, accounting for approximately 36%, 30% and 40% of our total purchases for the respective years/periods. The following table sets forth details of our five largest suppliers in each year of the Track Record Period.

For the four months ended April 30, 2026			For the year ended December 31, 2025			For the year ended December 31, 2024		
Supplier	Purchase Amount	% of Purchases	Supplier	Purchase Amount	% of Purchases	Supplier	Purchase Amount	% of Purchases
	(in RMB thousands)	%		(in RMB thousands)	%		(in RMB thousands)	%
Supplier A ⁽¹⁾	1,837	20	Supplier A ⁽¹⁾	7,399	16	Supplier A ⁽¹⁾	9,445	12
Supplier B ⁽²⁾	534	6	Supplier F ⁽⁶⁾	2,595	6	Supplier C ⁽³⁾	9,426	12
Supplier C ⁽³⁾	434	5	Supplier G ⁽⁷⁾	1,456	3	Supplier J ⁽¹⁰⁾	3,766	5
Supplier D ⁽⁴⁾	410	5	Supplier H ⁽⁸⁾	1,388	3	Supplier K ⁽¹¹⁾	2,830	4
Supplier E ⁽⁵⁾	382	4	Supplier I ⁽⁹⁾	1,091	2	Supplier L ⁽¹²⁾	2,800	4

Notes:

- (1) Supplier A is a biotech company primarily engaged in clinical trial technical services, headquartered in Hangzhou and listed on the Shenzhen Stock Exchange and Hong Kong Stock Exchange with a registered capital of approximately RMB861 million, with whom we commenced business relationship in 2023. We primarily purchased clinical CRO services, including the conduct of clinical trial activities and the preparation of clinical summary reports, which is similar to what we purchased from Suppliers B, C, D and E.
- (2) Supplier B is a Chinese national institution for the inspection and research of food and drugs, headquartered in Beijing with an opening fund of approximately RMB454.65 million, with whom we commenced business relationship in 2022. We primarily purchased R&D services, including the delivery of research reports meeting agreed specifications.
- (3) Supplier C is a biotech company focused on providing clinical trial technical services and support to pharmaceutical companies, headquartered in Nantong with a registered capital of approximately RMB49.2 million, with whom we commenced business relationship in 2019. We primarily purchased CMO services, including process and technical development and the delivery of development results/samples meeting agreed specifications.
- (4) Supplier D is a biotech company primarily engaged in biological engineering technology development and the wholesale and retail of chemical products, instruments, equipment and consumables, headquartered in Chengdu with a registered capital of RMB50 million, with whom we commenced business relationship in 2021. We primarily purchased raw materials.
- (5) Supplier E is a medical technology company primarily engaged in medical research and experimental development and related technical services, headquartered in Jiaxing with a registered capital of approximately USD1.5 million, with whom we commenced business relationship in 2023. We primarily purchased clinical trial services, including the conduct of clinical trial activities and the preparation of clinical summary reports.
- (6) Supplier F is a biotech company primarily engaged in medical technology R&D and related services, headquartered in Jiaxing with a registered capital of approximately USD1.5 million, with whom we commenced business relationship in 2023.

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- (7) Supplier G is a Chinese institution in Wenzhou for study and treatment in the fields of Ophthalmology and Optometry with a registered capital of approximately RMB83 million, with whom we commenced business relationship in 2024.
- (8) Supplier H is a comprehensive medical institution in Chengdu offering high-quality healthcare services, education, and research with a registered capital of RMB5 million, with whom we commenced business relationship in 2022.
- (9) Supplier I is a comprehensive medical institution in Wuhan offering high-quality healthcare services, education, and research, with whom we commenced business relationship in 2022.
- (10) Supplier J is a comprehensive medical institution in Chengdu offering high-quality healthcare services, education, and research with a registered capital of RMB40 million, with whom we commenced business relationship in 2022. We primarily purchased clinical research services, including site-level conduct of the clinical study, compilation of registration data, and assistance with regulator queries.
- (11) Supplier K is a biotech company specializing in molecular diagnostics and laboratory services, headquartered in Suzhou with a registered capital of RMB250 million, with whom we commenced business relationship in 2023. We primarily purchased services for preclinical studies, including preclinical project R&D with milestone-based deliverables per technical requirements and the provision of a summary report.
- (12) Supplier L is a pharmaceutical retail company offering a wide range of products and services across its chain of pharmacies, headquartered in Wenzhou with a registered capital of RMB10 million, with whom we commenced business relationship in 2023. We primarily purchased raw materials for clinical trials.

Our agreements with our major suppliers primarily fall into two categories: (i) project-based service agreements with our contract manufacturing/development and manufacturing organization (CMO/CDMO) partners, contract research organizations (CROs), and clinical trial sites; and (ii) procurement contracts for raw materials and consumables, including comparator drugs for clinical trials. The general salient terms of these agreements are summarized below.

Scope of work

Engaged on a project-specific basis. The scope is defined in detailed work lists or study protocols, subject to our and, where applicable, relevant ethics committee approvals

Quality & compliance

Services must comply with applicable standards, such as Good Manufacturing Practice (GMP), Good Laboratory Practice (GLP), or Good Clinical Practice (GCP). We retain rights to monitor, audit, and inspect the work

Fees & payment

Structured as milestone-based installments. This typically includes an upfront payment to commence a project, with remaining balances due upon our acceptance of key deliverables

Acceptance

We review and accept all deliverables against pre-agreed criteria within a specified period. The agreements may include provisions for third-party testing to resolve disputes

Intellectual property

We own the intellectual property (IP) and results created specifically for us (foreground IP). Each party retains its own pre-existing IP (background IP). We secure full rights to use all study data for regulatory and commercial purposes

Confidentiality & termination

Mutual confidentiality obligations survive contract termination for a specified period. Agreements may be terminated for material breach or force majeure. For clinical trials, termination may also be triggered by Institutional Review Board (IRB) decisions or ethical concerns

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Liability & indemnification	As the sponsor, we typically indemnify clinical sites for trial-related subject injuries. For other service providers, their liability may be capped at the total fees paid under the contract
Order placement	Based on purchase orders specifying the product, quantity, price, and delivery terms. Supporting documents, such as a Certificate of Analysis (COA), are required upon delivery
Delivery & inspection	Suppliers deliver to our designated sites in accordance with Good Supply Practice (GSP). We perform incoming inspections against agreed specifications
Warranties & returns	We may reject non-conforming goods at the supplier’s cost for replacement or refund. Suppliers provide quality warranties covering product specifications and shelf life
Payment terms	Terms typically involve a partial prepayment, with the balance due within a specified period after receipt and acceptance of goods and the relevant invoice
Exclusivity	Generally no exclusivity or minimum purchase obligations are stipulated
Confidentiality	Includes non-disclosure obligations that survive the termination of the agreement for an extended period

COMPETITION

The development and commercialization of both biosimilars and biologic drugs are highly competitive and rapidly evolving. Regarding our biosimilar candidates, we plan to compete by (i) producing drugs of comparable quality and efficacy to the reference products, but at lower costs, and (ii) leveraging our commercialization networks with platforms, other pharmaceutical companies and hospitals and clinics. For our biologic drug candidates, we plan to compete by (i) focusing on identifying and addressing new or underserved treatment needs, and (ii) offering them at affordable prices with strong efficacy. Accordingly, we believe our comprehensive portfolio, expertise in our dual therapeutic areas, in-house commercial-scale manufacturing, and executable commercialization model give us strong competitive advantages. For more details of the complete competitive landscape. See “Industry Overview”.

EMPLOYEES

As of April 30, 2026, we had 223 full-time employees in total and 8 third-party counsels. Education level is vital to our success in exploring the boundaries of biotech innovations. Accordingly, we have 6 employees with doctoral degrees (including 2 in R&D), 45 with master’s degrees (including 37 in R&D) and 118 with bachelor’s degrees (including 76 in R&D), 43 with associate degrees (including 20 in R&D), and 11 with vocational or lower education (including 5 in R&D). The following sets forth the details of our employees by function and geographic locations.

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	R&D	Supply Management	Administrative and others	Total
Hefei, Anhui Province	8	1	18	27
Shanghai	10	0	6	16
Suzhou, Jiangsu Province .	1	0	0	1
Xuzhou, Jiangsu Province .	22	0	14	36
Chengdu, Sichuan Province	99	9	35	143
Total	140	10	73	223

All of our employees are based in China. To adhere to applicable labor laws, we enter into individual employment contracts that cover wages, employee benefits, workplace safety, and conditions for termination. Our standard employment contracts include confidentiality clauses, ensuring that we retain all rights to inventions, technologies, know-how, and trade secrets developed by our employees during their employment. Additionally, we have standard non-compete agreements in place for key personnel, including all members of our R&D team and employees at the manager level or above in other departments.

During the Track Record Period, we had not made social insurance and housing provident funds for some of our employees in full in accordance with the relevant PRC laws and regulations mainly in Chengdu. For details, see “Risk Factors — Risks Relating to Our Business and Industry — Risks Relating to Our General Operations — We may be required to pay late payment fines or other penalties in connection with our failure to contribute to social insurance and housing provident funds.”

According to interviews with relevant competent authorities and according to the applicable regulatory policies, our PRC Legal Adviser is of the view that, (i) we have interviewed the competent government authorities, and (ii) provided that no claims or complaints are filed against the Group by its employees, the likelihood of the Group being subject to penalties that would have a material adverse impact on the Group due to the failure in the Track Record Period to make contributions in full of social insurance and housing provident fund for its employees is low.

In view of the low likelihood of penalties as advised by our PRC Legal Adviser, we have not made additional provisions. We have promulgated a group-wide Remuneration and Benefits Policy that mandates timely registration and payment through a system-based workflow with pre-approval and periodic internal audits to prevent recurrence. Having considered the above, our Directors are of the view that such historical non-compliance incidents are not expected to have a material adverse impact on our business, financial condition or results of operations.

INSURANCE

We maintain insurance policies in accordance with PRC laws and regulations, as well as based on our evaluation of operational needs and industry practices. Consistent with industry standards in China, we hold various types of insurance, including employment liability insurance and clinical trials liability insurance. Since we have not yet commercialized our products, we have not purchased certain types of insurance, such as product liability insurance, except for product candidates in clinical trials. Our Directors believe that our current insurance coverage is generally aligned with industry practices in China.

SOCIAL, HEALTH, WORK SAFETY AND ENVIRONMENTAL MATTERS

We are subject to various social, health, safety, and environmental laws and regulations, with our operations regularly inspected by local authorities. We believe our policies adequately ensure compliance with these regulations. We are committed to meeting ESG reporting requirements upon [REDACTED].

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Our ESG targets are set with reference to applicable PRC environmental, occupational health and safety requirements, our 2024 and 2025 historical data, and technical feasibility; where public industry averages and international practices are available, we take them into account as a reference. We expect absolute volumes of energy and water consumption and waste generation to increase after commercialization and scale-up, while we aim to improve intensity-based performance over time.

Social Responsibilities

We are committed to providing a fair and supportive working environment for our employees. Our policies on recruitment, compensation, dismissal, equal opportunities, diversity, and anti-discrimination are transparent. We hire employees based on merit and are dedicated to offering equal opportunities to all. We encourage employees who experience discrimination to seek immediate assistance, enabling us to investigate and address the issue promptly. Additionally, we provide training programs to keep our employees informed about industry and regulatory developments.

Work Safety and Health

To ensure compliance with environmental, health and safety (“EHS”) laws and regulations and to maintain a healthy and safe environment for our employees, we take several measures: (i) regularly inspect our equipment and facilities to identify and eliminate safety hazards, (ii) assign designated personnel to manage EHS issues during daily operations, (iii) provide regular safety awareness training for employees, (iv) conduct annual health examinations for all employees, and (v) perform regular fire safety inspections, maintain fire-fighting equipment, and carry out emergency drills.

Additionally, before trial initiation, each clinical protocol is reviewed and approved by an ethics committee. During the trial, we monitor compliance with GCP and the approved protocol through CRO oversight and regular monitoring. We maintain established procedures for the reporting and handling of AEs and serious adverse effects SAEs, and all study sites are qualified medical institutions with investigators trained in GCP and the protocol.

Environmental Matters

We are mindful of the impact our business has on the climate and environment and strive to minimize any adverse effects. We take measures to protect the ecological environment during our operations. Our business operations involve using hazardous and flammable materials, including chemicals and biological materials, which may produce hazardous waste such as wastewater and biological solid waste. All waste generated will be stored according to our internal policies and applicable laws and regulations, and will be treated by qualified service providers to ensure it is safely handled and disposed of.

We maintain internal policies that define standard operating procedures for the procurement, storage, use and disposal of hazardous chemicals and biological materials, set biosafety protection levels and operational zoning, and specify waste-handling procedures. We provide periodic safety training and emergency drills for relevant positions and equip our facilities with appropriate PPE and emergency response equipment to reduce the risk of accidental contamination, biological or chemical hazards and personal injury. As we have not started the commercial-scale production of our products, and our historical consumption levels are not representative of the level of consumption that we expect to incur subsequent to commercialization, we currently do not have reduction targets. However, subsequent to commercialization, we expect to continuously optimize our production and align with legal and applicable industry standards to reduce consumption as appropriate.

The waste generated in our daily operations includes waste, wastewater, and exhaust gas. We appoint qualified specialized institutions to recycle and treat general solid waste and hazardous waste, with the entire process being traceable. In 2024, 2025 and four months ended April 30, 2026,

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our Chengdu facility generated total hazardous waste of 8.6, 8.4 and 2.7 tons; non-hazardous waste of 1.1, 1.8 tons and 0.3; wastewater discharge of 17, 31 and 11 thousand tons; and exhaust gas emissions of 46, 46 and 15 thousand tons.

In our daily operations, the resources we consume primarily include electricity and water. We actively promote energy conservation and consumption reduction to reduce resource usage. In 2024, 2025 and four months ended April 30, 2026, our Chengdu facility had total electricity consumption of 5.4, 6.2 GWh and 1.3 GWh; total water consumption of 23, 46 and 16 thousand tons; and used 2.1, 0.9 and 0.006 tons of packaging materials.

The metrics we have identified include greenhouse gas (“GHG”) emission scope 1, GHG emission scope 2 and scope 3 emissions. Scope 3 emissions represent indirect emissions in our value chain outside scope 2, primarily from purchased materials and services, upstream transportation and distribution, business travel and outsourced waste treatment. In 2024, 2025 and four months ended April 30, 2026, our Chengdu facility had total GHG emissions (Scope 1, 2 and 3) of 1,357, 1,653 and 593 tCO₂e; direct GHG emissions (Scope 1) of 11 and 6 and 2 tCO₂e; indirect GHG emissions (Scope 2) of 1,223, 1,646 and 556 tCO₂e; and indirect GHG emissions (Scope 3) of 123, 336 and 35 tCO₂e.

We believe we have maintained good relationships with the communities surrounding our manufacturing and our R&D facilities. During the Track Record Period and up to the Latest Practicable Date, we complied with the relevant environmental and occupational health and safety laws and regulations in all material aspects, and we did not have any incidents or complaints which had a material and adverse effect on our business, financial condition or impact on the operations of our business during the period.

PROPERTIES

The following table sets forth details of our main properties as of April 30, 2026.

Location	Type	Main Function	Facility Size	Planned Annual Production Capacity (as of April 30, 2026)
Hefei, Anhui.	Headquarter	Administrative	260 square meters	N/A
Shanghai, China. . .	R&D	Molecular design, druggability evaluation, small-scale/pilot-scale process development, Non-GMP and Phase 1 clinical sample preparation, and IND application.	3,500 square meters	N/A

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Location	Type	Main Function	Facility Size	Planned Annual Production Capacity (as of April 30, 2026)
Chengdu, Sichuan Province	R&D and manufacturing facility	Preclinical, clinical Phase 1, 2 and 3 sample production, as well as commercial production of various dosage forms on multiple production lines	17 acres for land area and 13,800 square meters for gross floor area	Mammalian cell culture harvest liquid: 40 tons/year; Purified protein: 36 kg/year; Water injection vials: approximately 11 million vials for the 2ml specification, 8.6 million vials for the 6ml specification, and 5.7 million vials for the 20ml specification; Lyophilized vials: approximately 2.4 million vials for the 6ml specification and 4.8 million vials for the 2ml specification; Pre-filled syringes: approximately 7.6 million syringes for the 1ml specification; Pre-filled cartridge vials: approximately 5.7 million vials for the 3ml specification.
Suzhou, Jiangsu Province	R&D	Early product development for molecular construction and screening platform	959 square meters	N/A
Xuzhou, Jiangsu Province	Manufacturing facility	Multiple production lines for various dosage forms along with full chain of production from pilot scale to GMP	10,014 square meters	Lyophilized powder dosage form and water injection dosage form: 4 million vials/year, of which the maximum production capacity for lyophilized powder is approximately 2 million vials/year. (Undergoing facility validation as of the Latest Practicable Date)

Owned Properties

As of the Latest Practicable Date, with respect to owned properties, we owned rights to two parcels of land with an aggregate gross area of approximately 67,970 square meters in Chengdu, Sichuan Province, for which we have obtained property ownership certificates. We mainly use these parcels for industrial plant. One of our land parcels in Chengdu, may be classified as idle land, subject to a land idle fee at 20% of the land transfer or allocation price or clawback of land rights without compensation. Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang High-Tech Industrial Park Management Committee (成都溫江高新技術產業園區管委會) in May 2025. The interviewee confirmed that if Chengdu Jingze implements the construction in accordance with agreement by Chengdu Wenjiang High-Tech Industrial Park Management Committee and Chengdu Jingze, Chengdu Wenjiang High-Tech Industrial Park Management Committee will coordinate with other competent departments to refrain from taking administrative coercive

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measures against Chengdu Jingze (including but not limited to levying land idle fees and clawback of land rights), and currently, Chengdu Jingze has not received any written notice from government departments identifying the aforementioned plot of land as idle land or requiring the payment of land idle fees or clawback of land use rights.

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Planning and Natural Resources Bureau (成都市溫江區規劃和自然資源局) in June 2025. The interviewee confirmed that Chengdu Wenjiang District Planning and Natural Resources Bureau is the competent authority for land resources in Wenjiang District, Chengdu, and that they will refer to the opinions of the Chengdu Wenjiang High-Tech Industrial Park Management Committee when dealing with land resources matters within the area of Chengdu Wenjiang High-tech Industrial Park.

In June, 2025, Chengdu Jingze submitted a development plan of the aforementioned land to Chengdu Wenjiang High-Tech Industrial Park Management Committee and obtained a written reply therefrom confirming that Chengdu Wenjiang High-Tech Industrial Park Management Committee will support the development plan for such land parcel, and if Chengdu Jingze carries out the project construction as planned, Chengdu Wenjiang High-Tech Industrial Park Management Committee will actively coordinate with other competent departments to refrain from imposing administrative penalties or taking administrative coercive measures on Chengdu Jingze (including but not limited to levying land idle fees and clawback of land rights). Pursuant to interviews and confirmation with relevant competent authorities, our PRC Legal Adviser is of the view that, (i) we have interviewed the competent government authorities, (ii) given that we will commence construction in accordance with our development plan, the likelihood of us being subject to land idle fee or clawback of our land rights without compensation is relatively low, and (iii) such non-compliances would not have any material adverse impact on our business, financial conditions or results of operations as a whole.

For the parcel that may be deemed idle, the theoretical maximum idle-land fee equals 20% of its land transfer price (approximately RMB1.38 million). We plan to commence construction according to schedule and have instituted a land-use monitoring and escalation procedure, including advance extension applications where needed, to mitigate idle-land risk. Given the low likelihood of penalties as advised by our PRC Legal Adviser, we have not recognised additional provisions.

In addition, during the Track Record Period, we were using four self-owned properties with an aggregate gross floor area of approximately 13,732 square meters in Chengdu, Sichuan Province, for which we have obtained property ownership certificates. We mainly use these properties for industrial plant. During the Track Record Period, as we have put into use of all four buildings without obtaining the property ownership certificates, our rights to the buildings may be challenged by third parties; and as we have not completed filings for construction completion inspections in a timely manner as required by regulations, we may be subject to a fine between RMB200,000 to RMB500,000 for each building and/or orders of suspension of usage of such buildings and rectification. In the event that we lose the rights to any of buildings, our use of such buildings may be limited, or we may be forced to relocate our facilities and incur additional costs. Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang High-Tech Industrial Park Management Committee (成都溫江高新技術產業園區管委會) in May 2025. The interviewee confirmed including but not limited to the following: (i) as long as Chengdu Jingze continues to apply for filings for construction completion inspections and property ownership certificate, the status of these procedures in progress will not materially affect Chengdu Jingze’s rights to use and own these buildings, and Chengdu Jingze can use such buildings without the risk of demolition or other inability to continue use or being fined; (ii) as long as Chengdu Jingze actively prepares and submits materials in accordance with laws, regulations and the guidance requirements of government departments, Chengdu Jingze’s completion of the aforementioned procedures and obtaining of the property ownership certificate is only a matter of time without material obstacles; and (iii) as long as Chengdu Jingze actively handles the aforementioned procedures and applies for the property

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ownership certificate, Chengdu Jingze will not be subject to administrative penalties or administrative coercive measures by Chengdu Wenjiang High-Tech Industrial Park Management Committee or other competent authorities due to the above situation.

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Planning and Natural Resources Bureau (成都市溫江區規劃和自然資源局) in June 2025. The interviewee confirmed that Chengdu Wenjiang District Planning and Natural Resources Bureau is the competent authority for construction planning and natural resources in Wenjiang District, Chengdu, and that they will refer to the opinions of the Chengdu Wenjiang High-Tech Industrial Park Management Committee when dealing with construction planning and property ownership certificates matters within the area of Chengdu Wenjiang High-tech Industrial Park.

Our PRC Legal Adviser and the PRC legal adviser to the Joint Sponsors have conducted interviews with an officer in charge of the consulted matters of Chengdu Wenjiang District Housing and Urban-Rural Development Bureau (成都市溫江區住房和城鄉建設局) in June 2025. The interviewee confirmed that the Chengdu Wenjiang District Housing and Urban-Rural Development Bureau is the competent authority for construction in Wenjiang District, Chengdu, and that they will refer to the opinions of the Chengdu Wenjiang High-Tech Industrial Park Management Committee when dealing with building construction projects matters within the area of Chengdu Wenjiang High-tech Industrial Park.

As of the Latest Practicable Date, Chengdu Jingze has completed filings for construction completion inspections and obtained property ownership certificates for all four buildings.

The statutory maximum fine in relation to the four buildings is RMB2.0 million in aggregate (RMB500,000 per building), and we have obtained the ownership certificates before the end of 2025. Given the low likelihood of major penalties as advised by our PRC Legal Adviser, we have not recognised additional provisions and have adopted an Engineering Project Management Policy requiring all statutory approvals before commencement and completion-acceptance filings before use, with compliance checks and internal audits to avoid recurrence.

Based on the interviews with relevant competent government authorities and the current progress we are making in this regard, our PRC Legal Adviser is of the view that (i) the likelihood of us being subject to major administrative penalties by the competent authorities for the above defects of our four buildings is relatively low, and (ii) we have interviewed the competent government authorities. For more details, please see “Risk Factors — Risks Relating to Our General Operations — We are subject to governmental approvals and compliance requirements in relation to the lands and buildings that we own and our construction in progress.” Our Directors are of the view that the foregoing non-compliances would not have any material adverse impact on our business, financial conditions or results of operations. Based on interviews with relevant competent government authorities, the progress in obtaining relevant certificates and approvals for owned properties, and the fact that we had not been subject to any penalties or fines during the Track Record Period and up to the Latest Practicable Date for the foregoing non-compliances in relation to owned properties, our PRC Legal Adviser is of the view that the above non-compliances would not have any material adverse impact on our business, financial conditions or results of operations as a whole.

During the Track Record Period, we commenced certain stages of some of our construction in progress before we obtained the Construction Permit and the approval for the environmental impact report. For details, please see “Risk Factors — Risks Relating to Our General Operations — We are subject to governmental approvals and compliance requirements in relation to the lands and buildings that we own and our construction in progress.” We have rectified such incidents by obtaining relevant certificates and approvals thereafter. Our Directors are of the view that the foregoing non-compliances would not have any material adverse impact on our business, financial conditions or results of operations. As we have rectified such incidents by obtaining relevant certificates and approvals thereafter and had not been subject to any penalties or fines during the

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Track Record Period and up to the Latest Practicable Date for the foregoing non-compliances, our PRC Legal Adviser is of the view that the above non-compliances would not have any material adverse impact on our business, financial conditions or results of operations as a whole.

The Property Valuation Report from Colliers, an independent property valuer, set out in Appendix III of this document, sets out details of our selective property interest as of November 30, 2025. Colliers valued the property interest at an amount of RMB90.01 million as of November 30, 2025. Except for the property interest set forth in the Property Valuation Report from Colliers, no single property interest that forms part of our non-property activities has a carrying amount of 15% or more of our total assets as of April 30, 2026.

Leased Properties

As of the Latest Practicable Date, with respect to leased properties, we leased eight properties with a gross floor area of 17,112 square meters. We mainly use these leased properties for offices and manufacturing facilities.

As of the Latest Practicable Date, we have not registered any of our lease agreements for properties used as offices and manufacturing facilities, as required by relevant rules and regulations. As of the Latest Practicable Date, we were not subject to any penalties arising from the non-registration of lease agreements. For more details, please see “Risk Factors — Risks Relating to Our General Operations — We are subject to risks in relation to leased properties.”

With respect to the non-compliances regarding our leased properties, we will actively work on completing the lease registration, and the lack of registration does not affect normal use. We have adopted a Leasing of Fixed Assets Policy that mandates title/usage due diligence, legal review and a registration workflow through our office automation (OA) system to avoid recurrence of such non-compliances.

Under the applicable local rules, the administrative penalty for non-registration of lease agreements, if imposed, would be within the statutory range of approximately RMB1,000.0 to RMB10,000.0 per lease. Taking into account the maximum statutory penalty and the fact that the lack of registration does not affect our use of the properties, our PRC Legal Advisor is of the view that the above non-compliances would not have any material adverse impact on our business, financial condition or results of operations as a whole. Given the mitigating measures we are undertaking, we have not recognized additional provisions. Taking into account the foregoing, our Directors are of the view that the above non-compliances would not have any material adverse impact on our business, financial condition or results of operations.

AWARDS AND ACCOLADES

The following table sets out a summary of the major awards and accolades we have received.

Year	Award or Accolade	Issuing Authority
2025 . . .	Outstanding Growth-Stage Enterprise in the 14th China Innovation and Entrepreneurship Competition	Torch High Technology Industry Development Center of the Ministry of Industry and Information Technology.
2024 . . .	Chengdu Pilot Scale Platform (Biopharmaceutical Industry)	Chengdu Science and Technology Bureau
2023 . . .	High and New Technology Enterprise Certificate	Shanghai Municipal Commission of Science and Technology, Shanghai Municipal Finance Bureau, State Administration of Taxation Shanghai Municipal Taxation Bureau
2023 . . .	Tianfu Emei Program for Innovation and Entrepreneurship Teams	Talent Office of Leadership Group of Sichuan Committee of the Communist Party of China.

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Year	Award or Accolade	Issuing Authority
2023 . . .	Specialized, High-Quality, Distinctive, and Innovative Small and Medium Enterprises	Shanghai Municipal Commission of Economy and Informatization.
2023 . . .	High and New Technology Enterprise Certificate	Anhui Provincial Department of Science and Technology, Anhui Provincial Department of Finance, State Administration of Taxation Anhui Provincial Taxation Bureau

LICENSES, PERMITS AND APPROVALS

During the Track Record Period and up to the Latest Practicable Date, we have obtained all necessary licenses, approvals, and permits from relevant authorities that are essential to our operations. During the Track Record Period and up to the Latest Practicable Date, we had not been penalized by any government authorities for any non-compliance relating to maintenance and renewal of our material licenses, permits and approvals. Our subsidiary, Chengdu Jingze, holds a Drug Manufacturing Certificate issued by the Sichuan Medical Products Administration, which is valid from March 9, 2023, to March 8, 2028. It also holds a Drug Registration Certificate issued by the NMPA, valid from April 30, 2025, to April 29, 2030.

IMPACT OF COVID-19 PANDEMIC

During the Track Record Period, the COVID-19 pandemic did not materially and adversely affect our operations, clinical activities, drug development timeline, supply chain or financial position. Our supply chain of raw materials for R&D purposes remained stable and was operating without material constraint during the Track Record Period. We did not experience any material delay to our planned R&D and clinical development timetable and continued to advance key programs through critical milestones. As the COVID-19 pandemic has ceased to be a pandemic as of the Latest Practicable Date, our Directors are of the view that it is unlikely that COVID-19 pandemic will have a material adverse impact on our business going forward.

LEGAL PROCEEDING AND COMPLIANCE

We may from time to time become a party to various legal, arbitral or administrative proceedings arising in the ordinary course of our business. As of the Latest Practicable Date, there were no litigation, arbitration or administrative proceedings pending or threatened against us or any of our Directors which could have a material and adverse effect on our financial condition or results of operations.

During the Track Record Period and up to the Latest Practicable Date, there were no material breaches or violations of laws or regulations applicable to us which are expected to have a material adverse effect on our business, financial condition or results of operations, and we had not had any non-compliance incidents which our Directors believe would, individually or in the aggregate, have a material operational or financial impact on our company as a whole.

RISK MANAGEMENT AND INTERNAL CONTROL

We are subject to various risks during our operations. Our Board is responsible for ensuring we maintain effective internal controls to navigate through risks and protect our shareholders’ investments and our assets. We have implemented, or will implement before the [REDACTED], a series of risk management and internal control policies, procedures, and programs designed to ensure effective operations, reliable financial reporting, and compliance with laws and regulations. Our senior management, under the supervision of our Directors, oversees the implementation of these risk management policies. Identified risks are analyzed based on their likelihood and impact, then followed up, mitigated, and reported to our Directors.

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We have engaged an independent internal control consultant to assess and provide remedial advice on our internal control and risk management. Based on the findings identified by the internal control consultant, we have made improvements and remedied all internal control risks and deficiencies identified by internal control consultant. As of the Latest Practicable Date, there was no outstanding material issue relating to our internal control systems. Therefore, our Directors are of the view that our current internal control measures are sufficient and effective in all material respects.

Pharmacovigilance

To strengthen our ability to monitor and manage risks associated with our current drug candidates and future products, we have established a framework for pharmacovigilance. This includes the implementation of risk management procedures and the development of a written pharmacovigilance guidebook. These resources provide tangible guidelines for identifying, evaluating, and addressing potential safety concerns at each important stage of a drug candidate, from clinical development to post-market surveillance. By adhering to these procedures, we aim to uphold the standards of patient safety, ensure regulatory compliance, and maintain transparency in our safety monitoring practices. This initiative underscores our commitment to proactive risk management and our dedication to delivering safe and effective therapeutic solutions.

Anti-Bribery and Anti-Corruption

We have implemented a code of conduct governing our commercial transactions. The code prohibits providing or accepting gifts, kickbacks, bribes or other improper gains from hospital staff, members of sales personnel and other relevant personnel in order to influence or appear to influence the fairness of business decisions. All political contributions, whether directly or through professional associations, are strictly prohibited.

Risk Management in Sales and Marketing

We implement comprehensive risk management for our sales and marketing through a multi-faceted approach. Our partnership-based sales model is overseen by a strong internal marketing team and governed by clear agreements that define performance targets, timelines, and accountability mechanisms. To ensure transparency and brand integrity, we maintain robust communication channels with partners, have contingency plans in place, and conduct active monitoring. We also strengthen direct clinical engagement by building our own databases of patients and healthcare providers, and we mitigate compliance risks by embedding strict anti-corruption and anti-bribery policies within all partnership agreements. This ensures our commercial activities are conducted responsibly and align with our strategic goals.

Data Privacy

We have established procedures to protect the confidentiality of patients’ personal data. Our policies ensure that our personnel are trained in the proper collection and safeguarding of personal information. We also require our CROs and CMO partners to include data protection clauses in our agreements, making them responsible for safeguarding data in their possession. Access to clinical trial data is strictly limited to authorized personnel in accordance with relevant regulations. Additionally, we require all external parties and internal employees involved in clinical trials to adhere to confidentiality requirements, ensuring data is used only for its intended purpose, as agreed by the patients. As at the Latest Practicable Date, we did not conduct cross-border data transfers. If such transfers are required for our future overseas operations (e.g. trials, partnerships or cloud services), we will implement applicable cross-border compliance procedures and adopt appropriate technical and organizational safeguards to comply with the laws and regulations of the PRC and other relevant jurisdictions.

FINANCIAL INFORMATION

You should read the following discussion and analysis with our audited consolidated financial information, including the notes thereto, included in the Accountants’ Report in Appendix I to this Document. Our consolidated financial information has been prepared in accordance with the IFRS Accounting Standards which may differ in material aspects from generally accepted accounting principles in other jurisdictions. You should read the entire Accountants’ Report and not rely solely on the information contained in this section.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties. In evaluating our business, you should carefully consider the information provided in this Document, including but not limited to the sections headed “Risk Factors” and “Business.”

For the purpose of this section, unless the context otherwise requires, references to 2024 and 2025 refer to our financial years ended December 31 of such years. Unless the context otherwise requires, financial information described in this section is described on a consolidated basis.

OVERVIEW

We are a biopharmaceutical company specializing in assisted reproductive drugs and ophthalmic drugs. Targeting areas where existing treatment options have significant limitations, we have built a comprehensive R&D system and internal production capabilities at a commercial scale. Leveraging these resources, we have independently developed a diverse product portfolio in both fields comprised one NMPA-approved product (JZB30), one NDA under review (JZB33), one Phase 3 candidate (JZB05) and other clinical-stage programmes. As of the same date, we have obtained official approval for the commercialization of our Core Product, JZB30 (rhFSH lyophilized form for injection), and have submitted an NDA for one of our key products, JZB33 (rhFSH liquid form for injection). Meanwhile, our Core Product in the ophthalmology field, JZB05 (anti-VEGF intravitreal injection), is undergoing Phase 3 clinical trials at over 40 centers across mainland China. With a commitment to providing high-quality, affordable, and reliable products, we aspire to become a leader in China’s assisted reproductive and ophthalmic drug markets.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, affected by a number of factors, including but not limited to the following.

Our ability to develop and commercialize our drug candidates

Most of our drug candidates are still in development. Our ability to generate revenue and achieve profitability depends on our ability to successfully complete the development of our drug candidates, obtain necessary regulatory approvals and manufacture and commercialize our drug candidates. As of the Latest Practicable Date, we have a pipeline of eight drug candidates at different development stages, including our two Core Products, JZB05 and JZB30, our two key products, JZB32 and JZB33, and four other candidates at different stage. With respect to JZB30, it has been officially approved for commercialization in mainland China. With respect to JZB05, it is undergoing Phase 3 clinical trials at over 40 centers across mainland China. We expect to complete the Phase 3 trials in the second half of 2026. With respect to JZB33, we have completed the bioequivalence study and have submitted an NDA in June 2025. With respect to JZB32, it has completed Phase 1 clinical trials in February 2026. Beyond our Core Products and key products, we also have various other drug and indication expansion candidates at preclinical stage and clinical stage. For more details, see “Business”. Whether our drug candidates can demonstrate favorable safety and efficacy in the clinical trials, whether we can obtain the requisite regulatory approvals for our drug candidates and whether we can effectively implement our commercialization strategies are crucial for our business and results of operations.

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Our ability to manage our cost and improve operating leverage

We did not generate revenue in 2024, 2025 and the four months ended April 30, 2026. In 2024, 2025 and the four months ended April 30, 2025 and 2026, we recorded net losses of RMB242.7 million, RMB270.4 million, RMB82.2 million and RMB89.3 million, respectively. Historically, our results of operations were significantly affected by our expenses, particularly research and development expenses, administrative expenses and finance cost. As we start to generate revenue, our results of operations will also be affected by our ability to manage our cost.

In 2024, 2025 and the four months ended April 30, 2025 and 2026, our research and development expenses amounted to RMB132.7 million, RMB101.7 million, RMB32.9 million and RMB29.7 million, respectively. As a biotech company focused on various therapeutic areas, we have devoted significant resources on the research and development of our drug candidates. We expect our research and development costs to continue to account for a significant portion of our costs for the foreseeable future as we make progress on these drug candidates, either from preclinical studies to clinical trials, or further to more advanced clinical trials.

In 2024, 2025 and the four months ended April 30, 2025 and 2026, our administrative expenses amounted to RMB50.9 million, RMB66.5 million, RMB16.7 million and RMB24.2 million, respectively. In 2024, 2025 and the four months ended April 30, 2025 and 2026, our finance costs amounted to RMB91.1 million, RMB104.0 million, RMB33.2 million and RMB36.1 million, respectively.

As we advance from a clinical-stage company to a commercial-stage company, our cost structure will become more sophisticated with research and development expenses and administrative expenses continuing to increase in complexity. To enrich and advance our pipeline, we anticipate additional costs for preclinical and clinical studies, raw materials procurement, expanding our R&D and manufacturing teams, and other related activities. As more drug candidates become approved and commercialized, we will invest more on sales and marketing, leveraging both in-house efforts and external partnerships, which will incur selling and distribution expenses. See “Business — Commercialization, Sales, Marketing and Distribution” for more details. We also expect higher legal, compliance, accounting, insurance, and investor relations costs as a publicly traded company in Hong Kong.

Our ability to locate funding for our future operations

During the Track Record Period, we funded our operations primarily through equity financing and borrowings. We expect to fund our future operations primarily with existing cash and bank balances, bank loans and net [REDACTED] from the [REDACTED]. Going forward, in the event of a successful commercialization of one or more of our drug candidates, we expect to fund our operations with revenue generated from sales of our successfully commercialized drug products. However, with the continuing expansion of our business and product pipelines, we may require further funding through public or private offerings, debt financings, collaboration arrangements, licensing arrangements or other funding sources. Any fluctuation in the funding for our operations will impact our cash flow and our results of operations.

Our ability to find collaboration arrangements

Our results of operations have historically been, and will continue to be, affected by our ability to establish and maintain collaboration arrangements. We have entered into agreements with other partners, such as Nanjing King-Friend, to further support our development programs and future commercial activities. As a biotech company with one product already approved and a pipeline of additional candidates in development, strategic collaborations play a critical role in supporting our R&D efforts, accelerating commercialization and mitigating financial risk. Going forward, our ability to identify, negotiate, and execute favorable collaboration arrangements will be a key driver of our financial performance and operational sustainability. A failure to secure or maintain such partnerships on acceptable terms could materially affect our growth trajectory, funding capacity, and long-term value creation.

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BASIS OF PREPARATION

Our financial information during the Track Record Period has been prepared in accordance with IFRSs, which comprise all standards and interpretations approved by the International Accounting Standards Board. Our financial information during the Track Record Period has been prepared under the historical cost convention, except for certain financial assets which have been measured at fair value. See note 1 to Appendix I — Accountants’ Report.

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

Note 2.3 to Appendix I — Accountants’ Report to this document sets forth certain material accounting policies, which are important for understanding our financial condition and results of operations.

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions we use and the judgments we make in applying our accounting policies have a significant impact on our financial position and results of operations. Our management continually evaluates such estimates, assumptions and judgments based on past experiences and other factors, including industry practices and expectations of future events that are believed to be reasonable under the circumstances. During the Track Record Period, there was no material deviation between our management’s estimates or assumptions and actual results, and we did not make any material changes to these estimates or assumptions. We do not expect any material changes in these estimates and assumptions in the foreseeable future.

We assess at each reporting date whether there is any indication of impairment of our non financial assets, including property, plant and equipment and right of use assets, in accordance with IAS 36 Impairment of Assets. Indicators considered include external factors (such as market prices, regulatory, technological or economic changes, discount rates and, where applicable, market capitalization) and internal factors (such as obsolescence, physical damage, idle capacity, restructuring plans or changes in usage), at an asset or cash generating unit (“CGU”) level. For details, see Note 2.3 to Appendix I — Accountants’ Report.

RESULTS OF OPERATIONS

	Year Ended December 31,		Four months ended April 30,	
	2024	2025	2025	2026
	<i>(in RMB thousands)</i>			
	<i>(unaudited)</i>			
Other income	12,381	2,063	541	675
Research and development expenses.	(132,738)	(101,724)	(32,861)	(29,704)
Administrative expenses	(50,875)	(66,536)	(16,692)	(24,157)
Other expenses	(1,103)	(212)	—	(89)
Changes in the carrying amount of other financial liability	20,657	—	—	—
Finance costs	(91,053)	(103,975)	(33,215)	(36,054)
LOSS BEFORE TAX	(242,731)	(270,384)	(82,227)	(89,329)
Income tax (expense)/credit	(12)	12	19	7
LOSS AND TOTAL				
COMPREHENSIVE LOSS FOR THE PERIOD	(242,743)	(270,372)	(82,208)	(89,322)
Attributable to:				
Owners of the parent	(239,852)	(270,503)	(82,203)	(89,293)
Non-controlling interests	(2,891)	131	(5)	(29)

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PRINCIPAL COMPONENTS OF RESULTS OF OPERATIONS

Revenue

We are a pre-revenue biotech company. We did not generate any revenue or incur any cost of sales during the Track Record Period.

Other income

	Year Ended December 31,				Four months ended 30 April,			
	2024		2025		2025		2026	
	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>							
	<i>(unaudited)</i>							
Government grants	10,518	85.0	1,750	84.8	376	69.5	256	37.9
Bank interest income	1,559	12.6	155	7.5	99	18.3	21	3.1
Others	304	2.4	158	7.7	66	12.2	398	59.0
Total	12,381	100.0	2,063	100.0	541	100.0	675	100.0

Research and development expenses

	Year Ended December 31,				For the Four Months Ended April 30,			
	2024		2025		2025		2026	
	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>							
	<i>(unaudited)</i>							
Staff cost	29,445	22.2	26,181	25.7	8,645	26.3	9,995	33.6
Contracting costs at clinical and nonclinical stage	61,222	46.1	34,598	34.0	12,542	38.2	5,951	20.0
Raw material and consumables	15,310	11.5	10,356	10.2	3,063	9.3	3,039	10.2
Depreciation and amortization	19,592	14.8	19,203	18.9	6,418	19.5	5,677	19.1
Share-based compensation	423	0.3	4,036	4.0	28	0.1	2,468	8.3
Others	6,746	5.1	7,350	7.2	2,165	6.6	2,574	8.8
Total	132,738	100.0	101,724	100.0	32,861	100.0	29,704	100.0
<i>as % of total operating expenses</i>		72.3		60.5		66.3		55.1

The following table sets forth the research and development expenses attributable to our Core Products during the Track Record Period by development stage.

	As of December 31,				For the Four Months Ended April 30,			
	2024		2025		2025		2026	
	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>							
	<i>(unaudited)</i>							
Employee costs	8,355	13.4	9,803	17.8	3,453	17.0	4,588	28.4
Clinical and preclinical contracting costs	38,908	62.6	30,872	56.1	11,391	55.8	5,338	33.1
Raw materials and consumables	7,331	11.8	5,539	10.1	2,146	10.5	1,938	12.0
Depreciation and amortization	5,203	8.4	5,972	10.8	2,289	11.2	3,026	18.7
Others	2,402	3.8	2,868	5.2	1,130	5.6	1,260	7.8
Total	62,199	100.0	55,054	100.0	20,409	100.0	16,150	100.0
<i>as % of total operating expenses</i>		33.9		32.7		41.2		30.0
<i>as % of research and development expenses</i>		46.9		54.1		62.1		54.4

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The research and development expenses attributable to our Core Products remained relatively stable, slightly decreased by 11.4% from RMB62.2 million in 2024 to RMB55.1 million in 2025. It decreased by 20.6% from RMB20.4 million for the four months ended April 30, 2025 to RMB16.2 million for the four months ended April 30, 2026. The Directors believe the allocation on the research and development expenses attributable to our Core Products and other products to be reasonable after consulting the Reporting Accountants.

The following table sets forth a breakdown of our R&D expenses incurred on the Core Products for the periods indicated.

Core Products	2024		2025		For the Four Months Ended April 30, 2026	
	(in RMB thousands)	%	(in RMB thousands)	%	(in RMB thousands)	%
					(unaudited)	
JZB 30	17,408	13.1	9,962	9.8	2,218	7.5
JZB 05	44,791	33.8	45,092	44.3	13,932	46.9
Total	62,199	46.9	55,054	54.1	16,150	54.4

Because R&D spending on a program depends on its clinical stage and study design, period-to-period expenses change and do not represent lifetime investment or strategic priority. Over the Track Record Period, our Core Products in aggregate accounted for the largest share of our total R&D expenses.

JZB05 was the largest single program contributor in each year and is expected to remain the largest R&D program in 2025 and 2026 as its Phase 3 clinical activities and related manufacturing scale-up continue. R&D expenses for JZB30 were lower within the Track Record Period because a significant portion of its development costs was incurred before the Track Record Period. Spending by program will continue to vary with clinical stage. Based on our approved budgets as of the Latest Practicable Date and current development plans, our Core Products in aggregate are expected to remain the largest allocation of our R&D expenses in the near term, subject to trial progress, regulatory feedback and resource prioritization.

Administrative expenses

	Year Ended December 31,				For the Four Months Ended April 30,			
	2024		2025		2025		2026	
	RMB	%	RMB	%	RMB	%	RMB	%
	(in thousands, except for percentages)							
	(unaudited)							
Employee compensations	28,260	55.6	29,860	44.9	9,627	57.7	11,099	45.9
General office expenses	4,740	9.3	4,953	7.4	1,491	8.9	1,587	6.6
Depreciation and amortization	4,154	8.2	5,878	8.8	1,933	11.6	2,792	11.6
Professional intermediary service fees	12,019	23.6	13,771	20.7	2,484	14.9	2,651	11.0
Share-based compensations	(502)	(1.0)	8,843	13.3	104	0.6	5,245	21.7
Others	2,204	4.3	3,231	4.9	1,053	6.3	783	3.2
Total	50,875	100.0	66,536	100.0	16,692	100.0	24,157	100

Changes in the carrying amount of other financial liability

Our changes in the carrying amount of other financial liability amounted to a decrease in liability of RMB20.7 million in 2024, while the carrying amount of other financial liability remained unchanged in 2025 and four months ended April 30, 2025 and 2026. The shift represented the changes on the present value of the estimated repurchase price with respect to certain preferred shares of our subsidiary. We have reached an agreement with the holder of such preferred shares where it became a shareholder of our Company, which in turn led to the derecognition of such other financial liability. For further details, please see Note 28 to Appendix I — Accountants’ Report.

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Finance costs

	Year Ended December 31,				For the Four Months Ended April 30,			
	2024		2025		2025		2026	
	RMB	%	RMB	%	RMB (unaudited)	%	RMB	%
Interest on bank borrowings. . .	718	0.8	1,213	1.2	275	0.8	692	1.9
Interest on loan from a shareholder	4,509	5.0	9,881	9.5	3,003	9.0	3,002	8.3
Interest on redemption right liabilities	84,891	93.2	91,624	88.1	29,494	88.8	31,984	88.7
Interest on lease liabilities. . . .	935	1.0	1,257	1.2	443	1.4	376	1.1
Total.	91,053	100.0	103,975	100.0	33,215	100.0	36,054	100.0

Other expenses

Our other expenses primarily include provision for impairment of inventories. In 2024, 2025 and the four months ended April 30, 2025 and 2026, our other expenses amounted to RMB1.1 million, RMB0.2 million, nil and RMB0.1 million, respectively.

Income tax credit/(expense)

We are subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which the members of our Group are domiciled and operate. Our income tax expense comprises current tax and deferred tax.

Several of our subsidiaries were entitled to a preferential income tax rate of 15% during the Track Record Period for qualifying as High and New Technology Enterprises in China. In addition, our enterprises engaging in research and development activities were entitled to deduct 100% of their research and development expenses under relevant laws and regulations in the PRC during the Track Record Period. For details, see note 11 to Appendix I — Accountants’ Report.

During the Track Record Period and up to the Latest Practicable Date, we had fulfilled all our tax obligations and did not have any tax disputes.

PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

Four months ended April 30, 2026 compared to four months ended April 30, 2025

Revenue

We did not have any revenue or cost of sales for the four months ended April 30, 2025 or 2026.

Other income

Our other income increased by 24.8% from RMB0.5 million for the four months ended April 30, 2025 to RMB0.7 million for the four months ended April 30, 2026, primarily due to an increase in the reversal of impairment provision due to the recovery of other receivables.

Research and development expenses

Our research and development expenses decreased by 9.6% from RMB32.9 million for the four months ended April 30, 2025 to RMB29.7 million for the four months ended April 30, 2026, primarily due to a decrease in clinical trial expenses as the Phase 3 clinical trial of JZB05 approached completion.

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Administrative expenses

Our administrative expenses increased by 44.7% from RMB16.7 million for the four months ended April 30, 2025 to RMB24.2 million for the four months ended April 30, 2026, primarily due to increased share-based payments arising from newly granted employee shares in 2025.

Other expenses

We recorded other expenses of RMB0.1 million for the four months ended April 30, 2026, compared to nil for the same period in 2025, primarily attributable to provisions for inventory write-downs.

Changes in the carrying amount of other financial liability

We did not record any changes in the carrying amount of other financial liability for the four months ended April 30, 2025 or 2026.

Finance costs

Our finance costs increased by 8.6% from RMB33.2 million for the four months ended April 30, 2025 to RMB36.1 million for the four months ended April 30, 2026, primarily due to an increase in the imputed interest on redemption right liabilities associated with our [REDACTED] financing.

Income tax credit/(expense)

We recorded an income tax credit of RMB19,000 for the four months ended April 30, 2025 and RMB7,000 for the four months ended April 30, 2026, primarily due to deferred tax movements arising from temporary differences between the carrying amounts of right-of-use assets and lease liabilities.

Loss and total comprehensive loss for the period

As a result of the foregoing, our net loss increased by 8.7% from RMB82.2 million for the four months ended April 30, 2025 to RMB89.3 million for the four months ended April 30, 2026, primarily due to increased administrative expenses and higher finance costs, partially offset by reduced research and development expenses and higher other income.

December 31, 2025 compared to December 31, 2024

Revenue

We did not have any revenue or cost of sales in 2024 or 2025.

Other income

Our other income decreased by 83.1% from RMB12.4 million in 2024 to RMB2.1 million in 2025, primarily due to lower government grants recognized.

Research and development expenses

Our research and development expenses decreased by 23.4% from RMB132.7 million in 2024 to RMB101.7 million in 2025, primarily due to lower spending on non-core and pre-clinical programs as we prioritized the clinical development of our Core Products.

Administrative expenses

Our administrative expenses increased by 30.8% from RMB50.9 million in 2024 to RMB66.5 million in 2025, primarily due to increased share-based payments arising from newly granted employee shares in 2025.

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Changes in the carrying amount of other financial liability

Our changes in the carrying amount of other financial liability amounted to a decrease in liability of RMB20.7 million in 2024, while the carrying amount of other financial liability remained unchanged in 2025. The change represented the fair value remeasurement of a financial liability arising from an investment received by one of our subsidiaries under the relevant agreements. Following an intra-group reorganization completed in 2024, the instrument was transferred to another group entity, and accordingly no change in its carrying amount was recognised in 2025.

Finance costs

Our finance costs increased by 14.2% from RMB91.1 million in 2024 to RMB104.0 million in 2025, primarily due to an increase in the imputed interest on redemption right liabilities associated with our [REDACTED] financing.

Other expenses

Our other expenses decreased by 81.8% from RMB1.1 million in 2024 to RMB0.2 million in 2025, primarily due to a decrease in the provision for inventory write-downs, resulting from enhanced management of R&D and procurement activities and more efficient use of materials.

Income tax credit/(expense)

We recorded income tax expense of RMB12,000 in 2024 and income tax credit of RMB12,000 in 2025, primarily because we recognized deferred tax liabilities arising from temporary differences between the carrying amounts of right-of-use assets and lease liabilities.

Loss and total comprehensive loss for the year

As a result of the foregoing, our net loss for the year increased by 11.4% from RMB242.7 million in 2024 to RMB270.4 million in 2025, primarily due to an increase in share-based payments, increased imputed interest on redemption right liabilities, and the absence of a fair value gain on other financial liabilities recognized in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period, we financed our operations primarily through a combination of equity financing and borrowings. As of December 31, 2024 and 2025 and April 30, 2026 and May 5, 2026, we had cash and bank balances of RMB68.6 million, RMB41.5 million, RMB81.1 million and RMB81.1 million, respectively. We expect that our cash needs in the near future will primarily relate to progressing the development of our drug candidates towards regulatory approval and commercialization, as well as expansion of our drug candidate portfolio.

Going forward, we believe our liquidity requirements will be satisfied by using capital resources including bank loans, [REDACTED] from the [REDACTED], proceeds from potential collaboration arrangements and cash generated from sales of our successfully commercialized drug products. As of May 5, 2026, our total bank facilities were approximately RMB215.0 million, of which approximately RMB103.8 million was undrawn.

Taking into account of the above financial resources, including the estimated net [REDACTED] from this [REDACTED], the Directors are of the opinion that we have sufficient working capital to cover at least 125% of our costs, including administrative and operating costs and research and development costs, for at least the next 12 months from the date of this document.

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Net current assets

	As of December 31		As of April 30	As of May 5,
	2024	2025	2026	2026
				(unaudited)
	(in RMB thousands)			
Current assets				
Inventories	3,404	4,201	4,428	4,428
Prepayments, other receivables and other assets	6,033	8,757	8,288	8,288
Restricted bank deposits	2,344	—	—	—
Cash and bank balances	68,586	41,500	81,055	81,054
Total current assets	80,367	54,458	93,771	93,770
Current liabilities				
Trade payables	30,165	39,157	39,408	39,408
Other payables and accruals	28,366	42,073	54,260	54,260
Interest-bearing bank borrowings	14,815	44,621	91,742	91,742
Loan from a shareholder	—	—	8,376	8,376
Lease liabilities	4,775	4,816	4,890	4,890
Redemption right liabilities	1,326,908	1,487,639	1,546,623	1,547,960
Total current liabilities	1,405,029	1,618,306	1,745,299	1,746,636
Net current liabilities	1,324,662	1,563,848	1,651,528	1,652,866

Our net liabilities position as of December 31, 2024 and 2025 and April 30, 2026, respectively, is primarily due to the recognition of redemption right liabilities under applicable accounting standards. Since all such rights shall cease to be exercisable on or before [REDACTED], these redemption right liabilities will be derecognized from liabilities and reclassified as equity upon [REDACTED]. Considering such automatic conversion and the net [REDACTED] from the [REDACTED], we would turn from a net current liabilities position to net current assets position. Additionally, we will actively seek for business development opportunities to improve our financial position.

Our net current liabilities remained stable from April 30, 2026 to May 5, 2026.

Our net current liabilities increased from RMB1,563.8 million as of December 31, 2025 to RMB1,651.5 million as of April 30, 2026, primarily due to an increase in our redemption right liabilities and interest-bearing bank borrowings, partially offset by an increase in cash and bank balances and a decrease in trade payables and accruals.

Our net current liabilities increased from RMB1,324.7 million as of December 31, 2024 to RMB1,563.8 million as of December 31, 2025, primarily due to an increase in our redemption right liabilities, interest-bearing bank borrowings, trade payables and other payables and accruals, coupled with a decrease in our cash and cash equivalents.

SELECTED BALANCE SHEET ITEMS

Inventories

Our inventories primarily represent raw materials to further our drug development, such as reagents, film packaging materials, reaction bags and other test consumables. The following table sets forth a breakdown of our inventories as of the dates indicated.

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	As of December 31		As of April 30,
	2024	2025	2026
	(in RMB thousands)		
Raw materials	4,942	5,350	5,502
Less: write-down of inventories to net realizable value	(1,538)	(1,149)	(1,074)
Total	3,404	4,201	4,428

Our inventories increased by 23.4% from RMB3.4 million as of December 31, 2024 to RMB4.2 million as of December 31, 2025 and further increased by 5.4% from RMB4.2 million as of December 31, 2025 to RMB4.4 million as of April 30, 2026, primarily due to the inventory preparation for pipeline projects in accordance with their respective R&D progress.

As of May 5, 2026, nil of our total inventories as of April 30, 2026 were utilized or sold. Based on the subsequent utilization of inventories, the status of the related R&D projects, and management’s assessment of the expected future usage of the inventories, we have fully recognized an allowance for inventory write-downs in accordance with its inventory accounting policies.

Prepayments, other receivables and other assets

Our prepayments, other receivables and other assets primarily include prepayments of our research fees, prepayment of raw materials and other prepayments and receivables incurred in the ordinary course of our businesses.

The table below sets forth the breakdown of our prepayments, other receivables and other assets as of the dates indicated.

	As of December 31		As of April 30,
	2024	2025	2026
	(in RMB thousands)		
Prepayment of R&D research fees	2,549	2,438	1,860
Prepayment of raw materials	290	244	215
Deferred [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other prepayments	1,342	2,335	2,538
Other receivables	684	355	31
Total	6,033	8,757	8,288

Our prepayments, other receivables and other assets increased by 45.2% from RMB6.0 million as of December 31, 2024 to RMB8.8 million as of December 31, 2025, primarily due to higher deferred [REDACTED] recorded as other assets pending completion of the [REDACTED]. Our prepayments, other receivables and other assets decreased by 5.4% from RMB8.8 million as of December 31, 2025 to RMB8.3 million, primarily due to lower prepayment of R&D research fees recorded as a result of higher R&D expense recognition, driven by the progression of the Phase 3 clinical trial of JZB05.

As of May 5, 2026, nil of our total prepayments, other receivables and other assets as of April 30, 2026 were settled.

Trade payables

Our trade payables represent payables to hospitals, CROs and other third party contract providers in the course of our drug development. The trade payables are non-interest-bearing and our service providers usually grant us credit terms up to 90 days. The actual payment schedules will be adjusted based on each project’s development progress and other business circumstances. As of the Latest Practicable Date, we have not received any claims, proceedings or lawsuits from suppliers.

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Our trade payables increased by 29.8% from RMB30.2 million as of December 31, 2024 to RMB39.2 million as of December 31, 2025, primarily due to increased payables to hospitals and CROs in line with accumulated patient enrollment under the Phase 3 clinical trial of JZB05. It further increased by 0.6% from RMB39.2 million as of December 31, 2025 to RMB39.4 million, primarily due to the increase in accumulated payables to hospitals and CROs, driven by the progress of the Phase 3 clinical trial of JZB05.

Aging analysis

The table below sets forth an aging analysis of our trade payables as of the dates indicated.

	As of December 31		As of April 30,
	2024	2025	2026
	(in RMB thousands)		
Within one year	21,080	28,772	30,159
One to five years	4,885	6,047	4,911
Over five years	4,200	4,338	4,338
Total	30,165	39,157	39,408

Subsequent settlement

As of May 5, 2026, nil of our total trade payables as of April 30, 2026 were settled.

Other payables and accruals

Our other payables and accruals primarily represent payables for property, plant and equipment, payroll payables and other payables incurred in the ordinary course of our business. Our other payables are non-interest-bearing and have no fixed terms of settlement.

The table below sets forth the breakdown of our other payables and accruals as of the dates indicated.

	As of December 31		As of April 30,
	2024	2025	2026
	(in RMB thousands)		
Payables for property, plant and equipment	9,284	27,095	37,556
Payroll payable	10,132	8,011	9,184
Accrued [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other payables	1,457	1,272	1,298
Other tax payables	481	697	951
Total	28,366	42,073	54,260

Our other payables and accruals increased by 48.3% from RMB28.4 million as of December 31, 2024 to RMB42.1 million as of December 31, 2025, primarily due to increased payables for the fit-out of our Xuzhou facility. It further increased by 29.0% from RMB42.1 million as of December 31, 2025 to RMB54.3 million as of April 30, 2026, mainly because payable amounts for construction and equipment increased due to the Xuzhou facility renovation.

As of May 5, 2026, nil of our other payables and accruals outstanding as of April 30, 2026 were settled.

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Redemption right liabilities

Our redemption right liabilities represent our liabilities to redeem certain preferred shares from our previous rounds of equity financing. For details of the redemption features, see note 27 to Appendix I — Accountants Report. The table below sets forth the breakdown of our redemption right liabilities as of the dates indicated.

	As of December 31		As of April 30,
	2024	2025	2026
	<i>(in RMB thousands)</i>		
Series A Financing	29,853	31,753	32,378
Series C Financing and 2021-2022			
Equity Transfers	771,091	820,344	836,537
Series C+ Financing	525,964	635,542	677,708
Total redemption right liabilities	1,326,908	1,487,639	1,546,623

Our redemption right liabilities increased by 12.1% from RMB1,326.9 million as of December 31, 2024 to RMB1,487.6 million as of December 31, 2025 and further increased by 4.0% to RMB1,546.6 million as of April 30, 2026, primarily due to the accrual of interest under the relevant agreements.

CASH FLOWS

The table below sets forth our cash flows for the years indicated.

	Year Ended December 31,		Four Months Ended April 30,	
	2024	2025	2025	2026
	<i>(in RMB thousands)</i>			
	<i>(unaudited)</i>			
Operating cash flows before				
movements in working				
capital	(148,904)	(129,286)	(40,596)	(37,132)
Changes in working capital . . .	27,112	11,145	11,408	83
Net cash used in operating				
activities	(121,792)	(118,141)	(29,188)	(37,049)
Net cash used in investing				
activities	(37,854)	(20,747)	(9,728)	(4,465)
Net cash generated from				
financing activities	148,294	111,802	(2,590)	81,069
Net (decrease)/increase in				
cash and cash equivalents .	(11,352)	(27,086)	(41,506)	39,555
Cash and cash equivalents at				
beginning of the year	79,938	68,586	68,586	41,500
Cash and cash equivalents at				
ending of the year	68,586	41,500	27,080	81,055

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Operating activities

For the four months ended April 30, 2026, we had net cash used in operating activities of RMB37.0 million, primarily consisting of our loss before tax of RMB89.3 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) finance costs of RMB36.1 million, (b) equity-settled share-based payments of RMB7.7 million, and (c) depreciation of property, plant and equipment of RMB6.5 million, and (ii) changes in working capital, primarily comprising (a) an increase in other payables and accruals of RMB1.7 million and (b) an increase in prepayments and other receivables of RMB1.5 million.

For the four months ended April 30, 2025, we had net cash used in operating activities of RMB29.2 million, primarily consisting of our loss before tax of RMB82.2 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) finance costs of RMB33.2 million, (b) depreciation of property, plant and equipment of RMB6.4 million, and (c) depreciation of right-of-use assets of RMB2.0 million, and (ii) changes in working capital, primarily comprising (a) an increase in other payables and accruals of RMB8.6 million, (b) an increase in trade payables of RMB5.4 million, and (c) an increase in prepayments and other receivables of RMB3.6 million.

In 2025, we had net cash used in operating activities of RMB118.1 million, primarily consisting of our loss for the year of RMB270.4 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) finance cost of RMB104.0 million, (b) depreciation of property, plant and equipment of RMB18.9 million, and (ii) changes in working capital, primarily comprising (a) an increase in trade payables of RMB9.0 million, (b) an increase in prepayments and other receivables of RMB7.1 million and (c) government grants received and deferred of RMB5.3 million.

In 2024, we had net cash used in operating activities of RMB121.8 million, primarily consisting of our loss for the year of RMB242.7 million, adjusted for items mainly including (i) non-cash and non-operating items, primarily comprising (a) finance costs of RMB91.1 million, (b) decrease in the carrying amount of other financial liability of RMB20.7 million, and (c) depreciation of property, plant and equipment of RMB18.9 million and (ii) changes in working capital, primarily comprising (a) an increase in trade payables of RMB12.6 million and (b) an increase in other payables and accruals of RMB4.9 million.

As a biotech company, we plan to improve our net cash outflow position from our operations by generating more net cash from our operating activities, launching our products and improving our cost control and operating efficiencies.

Investing activities

For the four months ended April 30, 2026, we had net cash used in investing activities of RMB4.5 million, primarily consisting of purchases of items of property, plant and equipment.

For the four months ended April 30, 2025, we had net cash used in investing activities of RMB9.7 million, primarily consisting of purchases of items of property, plant and equipment.

In 2025, we had net cash used in investing activities of RMB20.7 million, primarily consisting of purchases of items of property, plant and equipment of RMB20.0 million and purchase of intangible assets of RMB0.7 million.

In 2024, we had net cash used in investing activities of RMB37.9 million, primarily consisting of purchases of items of property, plant and equipment of RMB37.81 million and purchase of intangible assets of RMB0.05 million.

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Financing activities

For the four months ended April 30, 2026, we had net cash generated from financing activities of RMB81.1 million, primarily consisting of new bank borrowings of RMB55.0 million and proceeds from issue of shares of RMB27.0 million, partially offset by interest paid on bank borrowings of RMB0.6 million, and payment of [REDACTED] expenses of RMB[REDACTED] million.

For the four months ended April 30, 2025, we had net cash used in financing activities of RMB2.6 million, primarily consisting of repayment of bank borrowings of RMB4.0 million, interest paid on bank borrowings of RMB0.3 million, lease payments of RMB0.2 million and payment of [REDACTED] expenses of RMB[REDACTED] million, partially offset by new bank borrowings of RMB2.0 million.

In 2025, we had net cash generated from financing activities of RMB111.8 million, primarily consisting of new bank borrowings of RMB46.5 million, proceeds from share award scheme of RMB11.5 million and proceeds from issue of shares of RMB87.0 million, partially offset by repayment of bank borrowings of RMB15.0 million and repayment of interest on loan from a shareholder of RMB9.0 million.

In 2024, we had net cash generated from financing activities of RMB148.3 million, primarily consisting of proceeds from issue of shares of RMB144.31 million and new bank borrowings of RMB20.0 million, partially offset by repayment of bank loans of RMB10.28 million and lease payments of RMB4.48 million.

Our cash burn rate

Our cash burn rate refers to our average monthly (i) net cash used in operating activities, which includes research and development expenses, and (ii) capital expenditures. Taking into account our cash and bank balances and bank facilities unutilized as of May 31, 2026, and assuming average monthly net cash used in operating activities and capital expenditures going forward of 1.1 time of the average level in 2025, we estimate we will be able to maintain our financial viability for 14 months; or, 46 months if we take into account the net [REDACTED] from [REDACTED], assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the low end of the indicative Offer [REDACTED] range). Our Directors and our management team will continue to monitor our working capital, cash flows and our business development status and expect to raise our next round of financing, if needed.

Separately, we have been strengthening our financial position through the completion of our Series C+ financing in January 2026 and the securing of additional bank facilities. Excluding the [REDACTED] and taking into account (i) our cash and bank balances as of May 5, 2026, (ii) our completed Series C+ financing, and (iii) our existing bank loans and available bank facilities, we expect to have sufficient working capital for at least the next 12 months from the date of this document without relying on the [REDACTED] from the [REDACTED]. As of May 5, 2026, our total bank facilities were approximately RMB215.0 million, of which approximately RMB103.8 million was undrawn. Should the [REDACTED] not proceed as scheduled or be subject to delay, we can draw down our undrawn bank facilities and seek additional financing from banking and equity sources to support our operations.

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CASH OPERATING COST

The following table sets forth key information relating to our cash operating costs for the years indicated.

	As of December 31,		As of April 30,
	2024	2025	2026
	(in RMB thousands)		
Research and development costs			
<i>Research and development costs for our Core Products</i>			
Trial and testing expenses	25,616	18,264	4,608
Staff costs	8,432	9,429	4,773
Raw materials and others	8,938	7,439	2,052
<i>Research and development costs for our key products and other products</i>			
Trial and testing expenses	17,818	7,742	1,925
Staff costs	22,470	16,523	5,499
Raw materials and others	12,138	12,852	3,112
Total research and development expenses	95,412	72,249	21,969
Workforce employment costs⁽¹⁾	28,659	29,462	9,290
Direct productions costs⁽²⁾	—	—	—
Product marketing⁽³⁾	—	—	—
Non-income taxes, royalties and other government charges	1,664	1,298	204
Total	125,735	103,009	31,463

(1) Workforce employment costs represent total non-research and development personnel costs mainly including salaries and benefits.

(2) We had not commenced commercial manufacturing as of the Latest Practicable Date.

(3) We had not commenced product sales as of the Latest Practicable Date.

INDEBTEDNESS

The table below sets forth our indebtedness as of the dates indicated.

	As of December 31,		As of April 30,	As of May 5,
	2024	2025	2026	2026
	(in RMB thousands)			(unaudited)
Current				
Redemption right liabilities . . .	1,326,908	1,487,639	1,546,623	1,547,960
Borrowings	14,815	44,621	91,742	91,742
Loan from a shareholder	—	—	8,376	8,376
Lease liabilities	4,775	4,816	4,890	4,890
Non-current				
Loan from a shareholder	117,219	118,083	112,710	112,710
Borrowings	9,800	11,550	19,500	19,500
Lease liabilities	29,766	24,537	22,232	22,232
Total	1,503,283	1,691,246	1,806,073	1,807,410

Our Directors confirm that as of May 5, 2026, there was no material covenant on any of our outstanding debt and there was no breach of any covenant during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that our Group did not experience any

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difficulty in obtaining bank loans and other borrowings, default in payment of bank loans and other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date. Save as disclosed below, we did not have any bank and other loan, or any loan capital issued and outstanding or agreed to be issued, bank overdraft, borrowing or similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities as of May 5, 2026 for our indebtedness statement. Our Directors confirm that there has not been any material change in our indebtedness since May 5, 2026 up to the date of this document.

Borrowings

As of December 31, 2024, 2025 and April 30, 2026 and May 5, 2026, we had borrowings of RMB24.6 million, RMB56.2 million, RMB111.2 million and RMB111.2 million, respectively. The table below sets forth the maturity profile of our borrowings as of the dates indicated.

	As of December 31,		As of April 30,	As of May 5,
	2024	2025	2026	2026
	(in RMB thousands)			(unaudited)
Within one year	14,815	44,621	91,742	91,742
Between one to two years	9,800	11,550	9,900	9,900
In the third to fifth year, inclusive	—	—	9,600	9,600
Total	24,615	56,171	111,242	111,242

As of May 5, 2026, our unutilized banking facilities amounted to RMB103.8 million, representing the amount of committed but underutilized banking facilities available to the Group.

Lease liabilities

As of December 31, 2024, 2025 and April 30, 2026 and May 5, 2026, our lease liabilities amounted to RMB34.5 million, RMB29.4 million, RMB27.1 million and RMB27.1 million, respectively. The decrease in lease liabilities is mainly due to the payment of outstanding amounts.

Loan from a shareholder

As of December 31, 2024, 2025, April 30, 2026 and May 5, 2026, we had a loan from a [REDACTED] Investor, Chengdu Jiulian, amounting to RMB117.2 million, RMB118.1 million, RMB121.1 million and RMB121.1 million, respectively. As of the Latest Practicable Date, Chengdu Jiulian was not a connected person of our Group. The loan was non-trade in nature and secured by mortgages over our certain property, plant and equipment, which had an aggregate carry value of RMB102.6 million and RMB102.6 million as of April 30, 2026 and May 5, 2026.

The annual interest rate for this loan is 8%, higher than the effective interest rates on our bank borrowings during the Track Record Period. This rate is a legacy rate carried over from Chengdu Jiulian’s prior investment repurchase arrangements, and the related outstanding balance was subsequently documented as a shareholder loan. Repayments commenced in July 2025 and are scheduled over five years in annual amounts of RMB9.0 million, RMB9.0 million, RMB25.0 million, RMB49.7 million and RMB59.0 million. As of May 5, 2026, we had total bank facilities of approximately RMB215.0 million, of which approximately RMB103.8 million was undrawn, and we may replace this shareholder loan in whole or in part with bank borrowings as appropriate.

Our operations and funds are independent from Chengdu Jiulian. There is no fund co-mingling or cross-guarantee beyond the pledged assets. The non-trade balances will not be settled prior to [REDACTED]. A portion of working capital may be used to service scheduled principal and interest under this loan, consistent with our working capital plan. For further details, please see “History and Development — Major Acquisitions, Disposal and Mergers” and Note 23 of “Appendix I — Accountants’ report.”

FINANCIAL INFORMATION

Contingent liabilities

As of December 31, 2024, 2025, April 30, 2026 and May 5, 2026, we did not have any contingent liabilities.

CAPITAL EXPENDITURE AND COMMITMENTS

Capital expenditure

The table below sets forth our capital expenditure for the years indicated.

	Year ended December 31,		For the Four Months Ended April 30,	
	2024	2025	2025	2026
	(in RMB thousands)			
Purchase of property, plant and equipment	37,806	20,029	9,728	4,465
Purchase of intangible assets . .	51	743	—	—
Total	37,857	20,772	9,728	4,465

During the Track Record Period, our capital expenditure was primarily for purchase of property, plant and equipment and purchase of intangible assets to carry out the research and development of our drug candidates.

Capital commitments

The table below sets forth our capital commitments as of the dates indicated.

	As of December 31,		As of April 30
	2024	2025	2026
	(in RMB thousands)		
Contracted, but not provided for:			
Purchase of items of property, plant and equipment	28,679	12,901	10,163
Total	28,679	12,901	10,163

KEY FINANCIAL RATIOS

	As of December 31,		As of April 30
	2024	2025	2026
Current ratio ¹	5.7%	3.4%	5.4%
Quick ratio ²	5.5%	3.1%	5.1%

Notes:

1. Current ratio is calculated as total current assets as at the end of the year/period divided by total current liabilities as at the end of the corresponding year/period and multiplied by 100%.
2. Quick ratio is calculated as total current assets less inventories as at the end of the year/period and divided by total current liabilities as at the end of the corresponding year/period and multiplied by 100%.

FINANCIAL INFORMATION

DISCLOSURE ABOUT FINANCIAL RISKS

We are exposed to a variety of financial risks including interest risk, credit risk and liquidity risk. Our management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. For details of our risk exposure and sensitivity analysis, see note 37 to Appendix I — Accountants’ Report.

Credit Risk

Credit risk refers to the risk that our counterparties may default on their contractual obligations resulting in financial losses to us. Our credit risk exposures primarily relate to trade receivables, other receivables, prepayments, other assets, and cash and cash equivalents. Receivable balances are monitored on an ongoing basis and our exposure to bad debts is not significant. We do not hold any collateral or other credit enhancements to cover our credit risks associated with our financial assets.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting financial obligations due to shortage of funds. To manage our liquidity risk, we monitor and maintain a level of cash and cash equivalents deemed adequate by our management to finance our operations and mitigate the effects of fluctuations in cash flows. Our management considers the maturity of both the Group’s financial instruments and financial assets, along with projected cash flows from operations.

Capital Management

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maximize our return to shareholders through the optimization of our debt and equity balance. Our overall strategy remained unchanged during the Track Record Period.

Our capital structure consists of net debt, which includes borrowings and lease liabilities, net of bank balances, cash and cash equivalents and equity attributable to the owners of the Company, mainly comprising issued share capital and reserves.

Our management reviews our capital structure on a regular basis. As part of this review, they consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance our overall capital structure.

RELATED PARTY TRANSACTIONS

Related party transactions are set out in note 35 to Appendix I — Accountants’ Report.

Our Directors confirm that these transactions were conducted in the ordinary course of our business, on an arm’s length basis and with normal commercial terms between the relevant parties.

OFF-BALANCE SHEET ARRANGEMENTS

During the Track Record Period, we did not enter into any off-balance sheet arrangements.

DIVIDEND POLICY

The Company does not have a dividend policy as of the Latest Practicable Date. No dividend was paid or declared by the Company during the Track Record Period. For further details, please see note 12 to Appendix I — Accountants Report.

FINANCIAL INFORMATION

We do not have a fixed dividend distribution ratio. PRC laws require that dividends be paid only out of our distributable profits. Distributable profits are our after-tax profits, less appropriations to statutory and other reserves that we are required to make. As advised by our PRC Legal Adviser, in view of our accumulated losses as of the Latest Practicable Date, we may not have sufficient or any distributable profits to make dividend distributions to our Shareholders. Even if we become profitable in the future, we will only be able to declare or pay dividends out of our distributable profits after our accumulated losses are covered by our after-tax profits and sufficient statutory and other reserves are drawn in accordance with the relevant PRC laws, regulations and our constitutional documents.

Pursuant to our Articles of Association, our Board may declare dividends in the future after taking into account our results of operations, financial conditions, cash requirements and availability, and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents, applicable PRC laws and approval by our Shareholders.

After the [REDACTED], we may declare and pay dividends mainly by cash or by stock that we consider appropriate. Decisions to declare or to pay any dividends in the future will depend on, among other things, our Company’s profitability, operations and development plans, external financing environment, costs of capital, our Company’s cash flows and other factors that our Directors may consider relevant. Our ability to distribute dividends in the future also depends on whether we can receive dividends from our subsidiaries.

DISTRIBUTABLE RESERVE

As of April 30, 2026, we did not have any retained profits.

PROPERTY AND VALUATION

Colliers, an independent property valuer, has valued our selective property interest as of April 30, 2026. Particulars of the property interest are set out in Appendix III to this document.

The table below sets out the reconciliation between the net book value of our selective property as of April 30, 2026 in the Accountants’ Report set out in Appendix I to this document and the market value of such property as of April 30, 2026 in the Property Valuation Report set out in Appendix III to this document.

(RMB in millions)

Net book value as of April 30, 2026	87.42
Valuation surplus as of April 30, 2026	<u>2.95</u>
Valuation as of April 30, 2026 as set out in “Appendix III — Property Valuation Report” to this document	90.37

DISCLOSURE REQUIRED UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, as of the Latest Practicable Date, they were not aware of any circumstances that would give rise to a disclosure requirement under Rules 13.13 to Rule 13.19 of the Listing Rules.

UNAUDITED [REDACTED] FINANCIAL INFORMATION

Please refer to Appendix II — Unaudited [REDACTED] Financial Information for details.

FINANCIAL INFORMATION

[REDACTED] EXPENSES

[REDACTED] expenses represent professional fees, [REDACTED] and fees incurred in connection with the [REDACTED] and the [REDACTED]. Our [REDACTED] expenses are estimated to be approximately HK\$[REDACTED] million (including [REDACTED]), accounting for [REDACTED]% of the gross [REDACTED] of the [REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per H Share, being the mid-point of the [REDACTED] range stated in this document, and no exercise of the [REDACTED]). Among our [REDACTED] expenses, approximately HK\$[REDACTED] million is directly attributable to the issuance of H Shares and will be charged to equity upon completion of the [REDACTED], and approximately HK\$[REDACTED] million has been or will be charged to our consolidated statements of profit or loss and other comprehensive income. The [REDACTED] expenses incurred during the Track Record Period or expected to be incurred will consist of approximately (i) HK\$[REDACTED] million in [REDACTED] related expenses and fees (including but not limited to [REDACTED] and fees), (ii) HK\$[REDACTED] million in non-[REDACTED]-related expenses and fees of the Joint Sponsors, legal advisers and reporting accountants, and (iii) HK\$[REDACTED] million in other non-[REDACTED]-related fees and expenses. During the Track Record Period, we incurred RMB[REDACTED] million of [REDACTED] expenses, among which, RMB[REDACTED] million was included in prepayments and other receivables and will be subsequently charged to our equity upon completion of the [REDACTED], and RMB[REDACTED] million was charged to our consolidated statements of profit or loss and other comprehensive income.

The [REDACTED] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

NO MATERIAL ADVERSE CHANGE

Our Directors confirmed that, as of the date of this document, there has been no material adverse change in our financial position since April 30, 2026, and there has been no event since April 30, 2026 that would materially affect the information as set out in the Accountants’ Report in Appendix I to this document.

SHARE CAPITAL

SHARE CAPITAL

Immediately before the [REDACTED]

As of the Latest Practicable Date, the registered share capital of the Company was RMB62,211,800, comprising 62,211,800 Domestic Unlisted Shares with a nominal value of RMB1.00 each.

Upon the Completion of the [REDACTED]

Immediately after the [REDACTED] (assuming that the [REDACTED] is not exercised), the share capital of the Company will be as follows.

Description of Shares	Number of Shares	Approximate percentage of the enlarged issued share capital after the [REDACTED]
H Shares to be converted from Domestic Unlisted Shares	62,211,800 ⁽¹⁾	[REDACTED]
H Shares to be issued pursuant to the [REDACTED] . .	[REDACTED]	[REDACTED]
Total	<u>[REDACTED]</u>	<u>100.00%</u>

Note:

(1) See “— Conversion of Domestic Unlisted Shares into H Shares.”

OUR SHARES

The H Shares in issue following the completion of the [REDACTED] and the Domestic Unlisted Shares are ordinary Shares in the share capital of the Company, and are considered as one class of Shares. However, H Shares may only be [REDACTED] for and [REDACTED] in Hong Kong dollars.

Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally may not be [REDACTED] for by or [REDACTED] between legal or natural PRC persons. Domestic Unlisted Shares can be subscribed for by and traded between legal or natural PRC persons, qualified foreign institutional investors and foreign strategic investors.

The Domestic Unlisted Shares and the H Shares of the Company are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends for H Shares will be paid in Hong Kong dollars or in the form of additional H Shares whereas all dividends for Domestic Unlisted Shares will be paid in Renminbi. However, the transfer of Domestic Unlisted Shares is subject to such restrictions as PRC laws may impose from time to time. Save for the [REDACTED] and otherwise disclosed in the document, the Company does not propose to carry out any public or private issue or to place securities simultaneously with the [REDACTED] or within the next six months from the [REDACTED]. The Company has not approved any share issue plan other than the [REDACTED].

SHARE CAPITAL

CONVERSION OF DOMESTIC UNLISTED SHARES INTO H SHARES

The Domestic Unlisted Shares are currently not [REDACTED] or [REDACTED] on any stock exchange. According to the stipulations by the State Council’s securities regulatory authority and the Articles of Association, the Domestic Unlisted Shares may be converted into H Shares, and such converted H Shares may be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that prior to the conversion and [REDACTED] of such converted shares any requisite internal approval processes shall have been duly completed. In addition, such conversion, [REDACTED] and [REDACTED] shall in all respects comply with the regulations prescribed by the State Council’s securities regulatory authorities and the regulations, requirements and procedures prescribed by the relevant overseas stock exchange and complete the filing procedure with CSRC.

Approval of the Stock Exchange is required if any of the Domestic Unlisted Shares are to be converted into and [REDACTED] as H Shares on the Stock Exchange. Based on the methodology and procedures for the conversion of the Domestic Unlisted Shares into H Shares as described in this section, the Company can apply for the [REDACTED] of all or any portion of its Domestic Unlisted Shares on the Stock Exchange as H Shares in advance of any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Stock Exchange and delivery of shares for entry on the [REDACTED]. As any [REDACTED] of additional shares after the initial [REDACTED] of the Company on the Stock Exchange is ordinarily considered by the Stock Exchange to be a purely administrative matter, it does not require such prior application for [REDACTED] at the time of its initial [REDACTED] in Hong Kong.

Approval of Shareholders at a general meeting is not required for the [REDACTED] and [REDACTED] of the converted shares on an overseas stock exchange. Any application for [REDACTED] of the converted shares on the Stock Exchange after the initial [REDACTED] of the Company is subject to prior notification by way of announcement to inform the Shareholders and the public of any proposed conversion.

After all the requisite approvals have been obtained, the following procedure will need to be completed in order to effect the conversion: the relevant Domestic Unlisted Shares will be withdrawn from the domestic share register and the Company will re-register such Shares on its [REDACTED] maintained in Hong Kong and instruct its [REDACTED] to issue [REDACTED]. Registration on the [REDACTED] will be conditional on (a) its [REDACTED] lodging with the Stock Exchange a letter confirming the proper entry of the relevant H Shares on the [REDACTED] and the due dispatch of [REDACTED] and (b) the admission of the H Shares to [REDACTED] on the Stock Exchange in compliance with the Listing Rules, [REDACTED] and the [REDACTED] in force from time to time. Until the converted shares are re-registered on the [REDACTED], such Shares would not be [REDACTED] as H Shares.

Following the completion of the [REDACTED] and filing procedure with the CSRC on [●], 2026, [REDACTED] Domestic Unlisted Shares held by [REDACTED] Shareholders will be converted into H Shares on a one-for-one basis and [REDACTED] on Stock Exchange for [REDACTED]. See “History and Development — Capitalization” for details.

TRANSFER OF SHARES ISSUED PRIOR TO THE [REDACTED]

According to the PRC Company Law, the Shares issued by the Company prior to the [REDACTED] are restricted from [REDACTED] within one year from the [REDACTED].

RESTRICTIONS OF SHARE TRANSFER BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, Supervisors and members of senior management shall declare their shareholdings in the Company and any changes in their shareholdings. Shares transferred by the Directors, Supervisors and members of the senior management each year during their term of office

SHARE CAPITAL

shall not exceed 25% of their total respective shareholdings in the Company. The Shares that the aforementioned persons held in the Company cannot be transferred within one year from the date on which the shares are [REDACTED] and [REDACTED], nor within half a year after they leave their positions in the Company. The Articles of Association may contain other restrictions on the transfer of our Shares held by our Directors, Supervisors and members of senior management.

REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

According to the Notice on Adjustment of Business Acceptance of Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies (《關於境外上市公司非境外上市股份登記存管業務受理調整的通知》) and Business Guidelines for the Registration and Depository of Non-Overseas Listed Shares of Overseas Listed Companies (《境外上市公司非境外上市股份登記存管業務指南》), our Company is required to register and deposit our Shares that are not listed on the overseas stock exchange with the China Securities Depository and Clearing Corporation Limited after the [REDACTED].

SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]

Approval from holders of the Shares is required for the Company to issue H Shares and seek the [REDACTED] of H Shares on the Hong Kong Stock Exchange. The Company has obtained such approval at the Shareholders’ general meeting held on June 9, 2025.

SHAREHOLDERS’ GENERAL MEETINGS

For details of circumstances under which the Shareholders’ general meeting is required, see “Appendix VI — Summary of the Articles of Association” and “Appendix V — Summary of Principal Legal and Regulatory Provisions.”

SHARE INCENTIVE SCHEMES

In order to incentivize employees for their contribution to the Group and to attract and retain suitable personnel to the Group, the Company adopted the [REDACTED] Share Incentive Schemes. For further details, see “Appendix VII — Statutory and General Information — [REDACTED] Share Incentive Schemes”.

SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors as at the Latest Practicable Date, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the following person will have an interest and/or short position (as applicable) in the Shares or underlying Shares which would fall to be disclosed to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the Shares, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange:

Name of Shareholder	Nature of Interest	As of the Latest Practicable Date		Immediately following the Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)	
		Number of Shares Held or Interested	Approximate Percentage of Shareholding	Number of H Shares Held or Interested	Approximate Percentage of Shareholding in the Total Issued Share Capital
Mr. Peng	Beneficial owner	15,866,504	25.50%	[REDACTED]	[REDACTED]
	Interest in controlled corporations ⁽¹⁾	4,122,451	6.63%	[REDACTED]	[REDACTED]

Note:

- (1) All of the Domestic Unlisted Share held by Jingze Zhongzhi and Jingze Zhongkang will be converted into H Shares upon the [REDACTED]. Mr. Peng was the general partner of each of the following shareholding platforms of the Company: (a) Jingze Zhongzhi, which directly held [REDACTED] H Shares; (b) Jingze Zhongkang, which directly held [REDACTED] H Shares. Therefore, Mr. Peng was deemed to be interested in such Shares held by each of Jingze Zhongzhi, Jingze Zhongkang under the SFO, which is [REDACTED] H Shares in total.

Save as disclosed above, the Directors are not aware of any person who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in the Shares or underlying shares of the Company which would be required to be disclosed to the Company and the Hong Kong Stock Exchange under Divisions 2 and 3 of Part XV of the SFO or will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at any general meeting of the Company.

RELATIONSHIP WITH THE SINGLE LARGEST GROUP OF SHAREHOLDERS

OVERVIEW

As at the Latest Practicable Date, Mr. Peng was interested in approximately 32.13% of the total issued Shares, comprising approximately 25.50% direct interest and approximately 6.63% indirect interest through Jingze Zhongzhi and Jingze Zhongkang, whose general partner is Mr. Peng and Mr. Peng controls the exercise of voting rights of the Shares held by Jingze Zhongzhi and Jingze Zhongkang. See “History and Development” for the corporate structure of the Group. Jingze Zhongcheng and Jingze Runsen were controlled by their general partner, Mr. Peng, and collectively held approximately 55.83% limited partnership interests in Jingze Zhongzhi as at the Latest Practicable Date. Mr. Peng is the founder, executive Director, chairman of the Board and general manager of the Company. For further background of Mr. Peng, see “Directors, Supervisors and Senior Management.” Jingze Zhongcheng is a shareholding platform of the Group for our current employees. Jingze Zhongzhi, Jingze Zhongkang and Jingze Runsen are shareholding platforms for our employees as well as consultants of the Group. Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen have no business operation other than being shareholding platforms.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), Mr. Peng will hold approximately [REDACTED]% of the total issued Shares, comprising approximately [REDACTED]% direct interest and approximately [REDACTED]% indirect interest through Jingze Zhongzhi and Jingze Zhongkang. Therefore, Mr. Peng will control the exercise of the [REDACTED]% voting rights in the Company. Accordingly, Mr. Peng, together with Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen, constitute our Single Largest Group of Shareholders immediately upon the [REDACTED].

INDEPENDENCE OF THE GROUP FROM THE SINGLE LARGEST GROUP OF SHAREHOLDERS

Taking into consideration the following factors, the Directors are of the view that the Group is able to carry on its business independently from our Single Largest Group of Shareholders and their close associates after the completion of the [REDACTED].

(a) Operational Independence

The Group operates independently from our Single Largest Group of Shareholders and their close associates.

The Group holds and enjoys the benefits of all relevant licenses necessary to carry out its business in all material respects. The Group has obtained, among other things, all material qualifications and authorizations, operational equipment, premises, intellectual properties and domain names that are needed for its business.

The Group also has a full-time management team and team of staff to carry out its operation and administration independently from our Single Largest Group of Shareholders. The Group has established a complete organizational structure, comprising various separate departments each charged with specific responsibilities. The support functions comprising accounting, administration, corporate secretarial, compliance and human resource management will also continue to be handled by a team of staff employed directly by us and are separated from our Single Largest Group of Shareholders. The Group has also established a set of internal control procedures and adopted corporate governance practices to facilitate the independent and effective operation of our business. See “— Corporate Governance Measures.”

Based on the above, the Directors are satisfied that the Group is able to operate independently from our Single Largest Group of Shareholders and their close associates.

RELATIONSHIP WITH THE SINGLE LARGEST GROUP OF SHAREHOLDERS

(b) Financial Independence

The Group is able to operate independently from our Single Largest Group of Shareholders and their close associates from the financial perspective.

During the Track Record Period, the Group primarily financed its business operation through independently obtained equity investments and banking facilities. The Company is able to independently secure equity investments from investors that are independent from our Single Largest Group of Shareholders. See “History and Development — Details of the [REDACTED] Investments.” As of April 30, 2026, the Group had approximately RMB103.8 million of unutilized and unrestricted banking facilities granted by commercial banks which are all independent third parties.

As at the Latest Practicable Date, (i) all outstanding loans and related interests due to related parties have been settled in full, and (ii) there were no loans or guarantees provided by our Single Largest Group of Shareholders and their close associates to or for the benefit of the Group. Based on the foregoing, the Directors are of the view that the Group is capable of obtaining financing from external sources independently and without reliance on our Single Largest Group of Shareholders and their close associates upon [REDACTED].

The Group has established its own finance department responsible for the financial management, accounting and taxation in the ordinary and usual course of business of the Company. The Group also has its own risk management and internal control system, independent accounting and financial management system and independent management for cash receipts and payments. Our accounting and finance functions are independent from our Single Largest Group of Shareholders and their close associates.

Based on the above, the Directors are of the view that the Group is financially independent from our Single Largest Group of Shareholders and their close associates.

(c) Management Independence

The Board consists of nine Directors, including two executive Directors, three non-executive Directors and four independent non-executive Directors. Mr. Peng is our executive Director and Single Largest Group of Shareholders. See “Directors, Supervisors and Senior Management.”

The Directors are of the view that the Board and the senior management of the Group are able to function independently from our Single Largest Group of Shareholders and their close associates for the following reasons:

- (i) each of the Directors is aware of and understands the fiduciary duties which, among other things, requiring he/she to act in the best interests of the Company and the Shareholders as a whole;
- (ii) the decision-making mechanism of the Board as specified in the Articles of Association has set out relevant provisions to avoid conflicts of interests, including requiring a Director to abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates have a material interest; and
- (iii) the Company has four independent non-executive Directors who have extensive experiences in different professions. They have been appointed pursuant to the requirements under the Listing Rules to ensure that the decisions of the Board are made only after due consideration of independent and impartial opinions. The Directors believe that the presence of the independent non-executive Directors from different backgrounds provides a balance of views and opinions for the Board. See “— Corporate Governance Measures.”

RELATIONSHIP WITH THE SINGLE LARGEST GROUP OF SHAREHOLDERS

DIRECTORS’ INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors was interested in any business apart from the Group’s business which competes or is likely to compete, directly or indirectly, with the Group’s business.

CORPORATE GOVERNANCE MEASURES

In order to further safeguard the interests of the Shareholders, the Company will adopt the following corporate governance measures to manage any potential conflicts of interest with our Single Largest Group of Shareholders and their close associates:

- (i) as part of the preparation for the [REDACTED], the Company has amended the Articles of Association to comply with the Listing Rules which will become effective upon the [REDACTED]. In particular, the Articles of Association will provide that, a Director shall abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates has a material interest nor shall such Director be counted in the quorum present at the Board meeting;
- (ii) the Company has established internal control mechanisms to identify connected transactions. Upon the [REDACTED], if the Company enters into connected transactions with the substantial shareholders or any of their associates, the Company will comply with the applicable requirements under the Listing Rules;
- (iii) the Company is committed that the Board shall include a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors). The Company has appointed four independent non-executive Directors, and believes that the independent non-executive Directors (i) possess sufficient experiences, (ii) are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment, and (iii) will be able to provide an impartial and external opinion to protect the interests of the Shareholders as a whole. See “Directors, Supervisors and Senior Management”; and
- (iv) the Company has appointed Guoyuan Capital (Hong Kong) Limited as its compliance adviser, which will provide advice and guidance to the Company in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to directors’ duties and corporate governance.

The Directors consider that the above corporate governance measures are sufficient to manage potential conflict of interests between our Single Largest Group of Shareholders and their close associates and the Group and to protect the interests of the Shareholders, in particular, the minority Shareholders.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

OVERVIEW

The Board currently consists of nine Directors, including two executive Directors, three non-executive Directors and four independent non-executive Directors. The Board is responsible for and has the general power over the management and operation of the Group’s business, including determining the business strategies and investment plans, formulating management measures of the Group, implementing resolutions passed at the shareholders’ general meetings, and exercising other powers, functions and duties as conferred by the Articles of Association. The Board also assumes the responsibilities for developing and reviewing the policies and practices of the Company on corporate governance, risk management and internal control and compliance with legal and regulatory requirements.

The Supervisory Committee comprises three members, including one employee representative Supervisor and two shareholder representative Supervisors. Our Supervisors serve a term of three years and may be re-elected for successive reappointments. The functions and duties of the Supervisory Committee include supervising the performance of duty of the Board and the senior management of the Company and overseeing the operations, financial activities, internal control and risk conditions of the Group.

The senior management is currently comprised of three members who are responsible for the day-to-day management and operation of the Group.

DIRECTORS

The following table sets forth the key information about the Directors as at the Latest Practicable Date.

Name	Age	Position	Responsibilities	Date of first appointment	Date of joining the Group	Relationship with other Directors, Supervisors and senior management
Mr. Peng Hongwei (彭紅衛)	59	Chairman of the board, executive Director, general manager, and secretary of the board	Responsible for the overall operation and management of the Group	Appointed on September 20, 2018 as a Director, chairman of the Board and general manager, appointed as secretary of the board on June 10, 2025 and re-designated as an executive Director on June 9, 2025	April 1, 2018	None
Mr. Liang Guanjun (梁關軍)	59	Executive Director	Responsible for production, quality control and operations management of the Group, focusing on Jiangsu Jingze	Appointed on June 28, 2024 as a Director, and re-designated as an executive Director on June 9, 2025	September 1, 2023	None
Mr. Zhan Le (詹樂)	40	Non-executive Director	Responsible for advising on business plans, major decisions and investment activities of the Group	Appointed on November 16, 2023 as a Director and re-designated as a non-executive Director on June 9, 2025	November 16, 2023	None

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position	Responsibilities	Date of first appointment	Date of joining the Group	Relationship with other Directors, Supervisors and senior management
Mr. Tang Xianbing (唐先兵)	51	Non-executive Director	Responsible for advising on business plans, major decisions and investment activities of the Group	December 16, 2025	February 7, 2025	None
Mr. Li Kun (李坤)	44	Non-executive Director	Responsible for advising on business plans, major decisions and investment activities of the Group	December 16, 2025	December 16, 2025	None
Ms. He Dan (何丹)	50	Independent Non-executive Director	Responsible for supervising and providing independent judgment to the Board	November 18, 2022	November 18, 2022	None
Mr. Xie Heng	67	Independent Non-executive Director	Responsible for supervising and providing independent judgment to the Board	November 18, 2022	November 18, 2022	None
Mr. Pan Xilong (潘席龍)	56	Independent Non-executive Director	Responsible for supervising and providing independent judgment to the Board	February 4, 2024	February 4, 2024	None
Mr. Tseung Yat Ming (蔣一銘)	41	Independent Non-executive Director	Responsible for supervising and providing independent judgment to the Board	June 9, 2025	June 9, 2025	None

Executive Directors

Mr. Peng Hongwei (彭紅衛), aged 59, our founder, was appointed as a Director, chairman of the Board and general manager on September 20, 2018, as a secretary of the board on June 10, 2025 and was re-designated as an executive Director on June 9, 2025. Mr. Peng is responsible for the overall operation and management of the Group. Mr. Peng has served as the general manager of Shanghai Jingze since May 2019, the executive director of Shanghai Jingze since February 2024, the chairman of the board of Chengdu Jingze from April 2018 to June 2024 and the director of Jingrunze since September 2021.

Mr. Peng has over 30 years of research and development, manufacturing and management experience in the biopharmaceutical industry. Prior to founding the Group, Mr. Peng started his career as a project manager at the Sichuan Industrial Institute of Antibiotics (四川抗菌素工業研究所) from August 1994 to August 1996. Mr. Peng then served as deputy general manager at Tibet Rhodiola Pharmaceutical Holding Co. (西藏諾迪康藥業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600211). After that, he subsequently served as the chairman of the board and the deputy chairman of the board at Genemen Biotech (Suzhou) Co., Ltd. (蘇州金盟生物技術有限公司) (currently known as Salubris (Suzhou) Pharmaceutical Co., Ltd. (信立泰(蘇州)藥業有限公司)) from January 2013 to February 2018.

In addition, Mr. Peng was appointed as a supervisor of postgraduate students by the College of Life Science, China West Normal University in July 2004 for a period of three years, as a guest researcher by the School of Pharmacy, Wenzhou Medical College (溫州醫學院) (currently known as Wenzhou Medical University (溫州醫科大學)) in July 2007 for a period of three years, and as the

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deputy director of Professional Construction Steering Committee for Biotechnology (生物技術專業建設指導委員會) by the College of Biotechnology (currently known as the College of Sericulture, Textile and Biomass Sciences), Southwest University (西南大學) in December 2011 for a period of three years. After that, Mr. Peng was appointed as the chairman of the China Protein Drug Quality Alliance (中國蛋白藥物質量聯盟) in January 2016, serving a term from January 2016 to December 2017. He was accredited as a distinguished expert under the “Thousand Talents Plan” of the Recruitment Program of Global Experts by the Department of Human Resources and Social Security of Sichuan Province (四川省人力資源和社會保障廳) in May 2019.

Mr. Peng has published a number of academic papers on well-known journals including but not limited to Cogent Biology, Molecular Medicine Reports, Chinese Pharmaceutical Journal (中國藥學雜誌), Chinese Journal of Pharmaceutical Biotechnology (藥物生物技術) and Chinese Journal of Cardiology (中華心血管病雜誌). He has also received various awards for his accomplishments in the biopharmaceutical industry, including the first prize of Sichuan Provincial Science and Technology Progress Award in 2009, the first prize of National Science and Technology Progress Award in 2012, being named as a Team Leader Talent of Innovation and Entrepreneurship of Jiangsu Province in 2015, as a member of the “Thousand Talents Plan” of the Sichuan Province Recruitment Program of Global Experts in 2018, and as Zhangjiang National Innovation Demonstration Zone Outstanding Innovative and Entrepreneurial Talent in 2021.

Mr. Peng obtained a bachelor’s degree in biology from Sichuan Normal School (四川師範學院) (currently known as Sichuan Normal University (四川師範大學)) in the PRC in July 1991, a master’s degree in crop genetics and breeding from Southwest Agricultural University (西南農業大學) (currently known as Southwest University (西南大學)) in the PRC in June 1994, and a doctoral degree in biochemistry and molecular biology from Sichuan University (四川大學) in the PRC in June 2014.

Mr. Liang Guanjun (梁關軍), aged 59, was appointed on June 28, 2024 as a Director, and was re-designated as an executive Director on June 9, 2025. Mr. Liang is responsible for the production, quality control and operation management of the Group.

Mr. Liang has over 30 years of experience in the pharmaceutical manufacturing industry. Prior to joining the Group, Mr. Liang served as a deputy director and director of production workshop at CSPC Zhongrun Pharmaceutical Co., Ltd. (石藥集團中潤製藥有限公司) from July 1989 to July 2004, as the chief engineer and assistant general manager at Hebei Huarong Pharmaceutical Co., Ltd. (河北華榮製藥有限公司) from August 2004 to April 2007, and as the deputy general manager at Sinopharm Inner Mongolia Zhongkang Sugar Co. Ltd. (石藥集團內蒙古中抗糖業有限公司) (currently known as Inner Mongolia Changrong Sugar Industry Co., Ltd. (內蒙古常榮糖業有限公司)) from May 2007 to September 2010. After that, Mr. Liang served as the deputy head of the preparatory team (籌備組副組長) of CSPC Baike (Yantai) Pharmaceutical Co., Ltd. (石藥集團百克(煙臺)生物製藥有限公司) at CSPC Holdings Company Limited (石藥控股集團有限公司) from September 2010 to February 2012, as the staff of pharmaceutical department at CSPC Zhongnuo Pharmaceutical (Shijiazhuang) Co., Ltd. (石藥集團中諾藥業(石家莊)有限公司) from February 2012 to January 2015 as the deputy general manager at CSPC Group Jiangxi Jinfurong Pharmaceutical Co., Ltd. (石藥集團江西金芙蓉藥業有限公司) from January 2015 to December 2015, as chairman of the board at CSPC Group Jiangxi Jinfurong Pharmaceutical Co., Ltd. from December 2015 to May 2016, and as a director and the general manager at CSPC Baike (Yantai) Biopharmaceutical Co., Ltd. (石藥集團百克(煙臺)生物製藥有限公司) from January 2016 to December 2018. He then served as the chairman of the board and the general manager at CSPC Baike (Shandong) Biopharmaceutical Co., Ltd. (石藥集團百克(山東)生物製藥有限公司) (currently known as CSPC Baike (Shandong) Biopharmaceutical Joint-Stock Co., Ltd. (石藥集團百克(山東)生物製藥股份有限公司)) from January 2016 to February 2019, as the assistant general manager and manager at CSPC Zhongnuo Pharmaceutical (Shijiazhuang) Co., Ltd. (石藥集團中諾藥業(石家莊)有限公司) from January 2019 to August 2022, and as the chief engineering officer at Zhejiang Huanling Pharmaceutical Technology Co., Ltd. (浙江寰領醫藥科技有限公司) from September 2022 to August 2023.

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Mr. Liang obtained an associate degree in industrial fermentation from Hebei University of Light Chemical Engineering (河北輕化工學院) (currently known as Hebei University of Science and Technology (河北科技大學)) in the PRC in July 1989, and studied in management science and engineering from Hebei University of Technology (河北工業大學) in the PRC from May 1999 to November 2000. Mr. Liang has been a deputy senior engineer of pharmaceutical engineering as accredited by the Hebei Professional Title Reform Office (河北省職稱改革辦公室) since November 2003.

Non-executive Directors

Mr. Zhan Le (詹樂), aged 40, was appointed as a Director on November 16, 2023 and re-designated as a non-executive Director on June 9, 2025. Mr. Zhan is responsible for advising on business plans, major decisions and investment activities of the Group.

Mr. Zhan has served as an investment director, managing director, and partner at Xiamen Yinglian Health Industry Investment Management Co., Ltd. (廈門楹聯健康產業投資管理有限公司) from March 2021 to February 2024, March 2024 to February 2025, and March 2025 to present, respectively. Prior to joining the Group, Mr. Zhan served at Rutgers Cancer Institute from 2015 to 2019, and as a deputy director of investment at Shanghai Jiantong Investment Partnership (Limited Partnership) (上海健同投資合夥企業(有限合夥)) from March 2019 to February 2020.

Mr. Zhan obtained a bachelor’s degree in biological science from Wuhan University in the PRC in June 2008, and a doctoral degree in pharmacology from University of Kansas School of Medicine in the U.S. in December 2014. Mr. Zhan published several academic papers on well-known journals including Nature, Cell Metab, Hepatology, American Journal of Physiology-Gastrointestinal and Liver Physiology. Mr. Zhan has passed Level II of the CFA Program in 2018.

Mr. Tang Xianbing (唐先兵), aged 51, was appointed as a non-executive Director on December 16, 2025. Mr. Tang is responsible for advising on business plans, major decisions and investment activities of the Group.

Since March 2016, he has been General Manager of Beijing ZhengheYuantong Investment Management Co., Ltd. (北京正和元通投資管理有限公司). He was vice Executive General Manager of Ping’an Caizhi Investment Management Co., Ltd. (平安財智投資管理有限公司). He also served as Medical Partner at Beijing Pangu Chuangfu Enterprise Management Consulting Co., Ltd. (北京盤古創富企業管理諮詢有限公司).

Mr. Tang obtained a master’s degree in genetics from Capital Normal University in July 2001, and a doctoral degree in microbiology and biopharmaceutical from China Union Medical University (中國協和醫科大學) (currently known as Peking Union Medical College (北京協和醫學院)) in July 2004.

Mr. Li Kun (李坤), aged 44, was appointed as a non-executive Director of our Group on December 16, 2025 and is responsible for advising on business plans, major decisions and investment activities of the Group.

Since June 2010, Mr. Li has served multiple roles such as Securities Affairs Representative, Manager of the Securities Affairs Department, and Assistant of the General Manager of Anhui Anke Biotechnology (Group) Co., Ltd. (安徽安科生物工程(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300009). In December 2019 and December 2022, Mr. Li has been serving as the Director and the Secretary of the Board of Anhui Anke Biotechnology (Group) Co., Ltd. respectively.

Mr. Li obtained a bachelor’s degree in law from Jinan University (濟南大學) in July 2006, a master’s degree in litigation law from Nanchang University (南昌大學) in January 2010, and a master’s degree in business administration from the University of Science and Technology of China (中國科學技術大學) in July 2023. He holds China Legal Professional Qualification Certificate (Category A) issued by the Ministry of Justice of the PRC since March 2010 and holds the Secretaries Qualification Certificate (董事會秘書資格證書) issued by the Shenzhen Stock Exchange since July 2010.

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Independent Non-executive Directors

Ms. He Dan (何丹), aged 50, was appointed as our independent Director on November 18, 2022, and was re-designated as an independent non-executive Director on June 9, 2025.

Ms. He currently serves as a professor at Southwestern University of Finance and Economics (西南財經大學) since December 2014. Ms. He has also served as an independent director at Sichuan Huati Lighting Technology Co., Ltd. (四川華體照明科技股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603679) since June 2021, as an independent director at Sichuan Ailink Technology Co., Ltd. (四川愛聯科技股份有限公司) (a company listed on the National Equities Exchange and Quotations, stock code: 874081) since September 2020, and as an independent director at Sichuan Santai Rural Commercial Bank Co., Ltd. (四川三台農村商業銀行股份有限公司) since September 2023.

Ms. He also served as an independent director at Chengdu Dahongli Machinery Co., Ltd. (成都大宏立機器股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300865) from June 2013 to June 2019, an independent director at Maccura Biotechnology Co., Ltd. (邁克生物股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300463) from January 2016 to January 2019, an independent director at Cheng Du Sheng Nuo Biotec Co., Ltd. (成都聖諾生物科技股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 688117) from December 2015 to December 2018. She also served as an independent director at Sichuan Anyue Rural Commercial Bank Co., Ltd. (四川安岳農村商業銀行股份有限公司) from September 2017 to January 2019.

Ms. He obtained a bachelor’s degree in economics and a master’s degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in the PRC in July 1998 and June 2002, respectively, and then a doctoral degree in accounting from Southwestern University of Finance and Economics in the PRC in January 2008. She has been a non-practicing member of the Chinese Institution of Certified Public Accountants (中國註冊會計師協會) since November 2003. In December 2024, she was awarded a certificate from the Ministry of Finance’s High-End Accounting Talent Training Program for Internationalization (財政部國際化高端會計人才培養工程).

Mr. Xie Heng (whose former name was 謝恒), aged 67, was appointed as our independent Director on November 18, 2022, and was re-designated as an independent non-executive Director on June 9, 2025.

Mr. Xie has served as the chief science officer at Tianjing Clin-nov Medical Technology Development Co., Ltd. (天津凱諾醫藥科技發展有限公司), a clinical contract research organization, since September 2023. Mr. Xie served as Supervisory Medical Officer in the National Center for Research Resources of the National Institutes of Health from March 2009 to January 2014. Mr. Xie served as senior Medical Officer in the National Cancer Institute of the National Institutes of Health from January 2014 to December 2016. Mr. Xie served as the chief medical officer of Shenzhen Salubris Pharmaceuticals Co., Ltd. (深圳信立泰藥業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002294) from January 2017 to December 2019, as the chief medical officer at Leto Laboratories Co., Ltd. (北京志道生物科技有限公司) from August 2021 to March 2022, as deputy general manager and director at Beijing Biostar Pharmaceuticals Co., Ltd. (北京華昊中天生物醫藥股份有限公司) from April 2022 to March 2023, and as the president at Shanghai Yimufeng Pharmaceutical Research Co., Ltd. (上海易慕峰醫藥研究有限公司) from March 2023 to September 2023.

Mr. Xie obtained a bachelor’s degree in medicine from Zunyi Medical College (遵義醫學院) (currently known as Zunyi Medical University (遵義醫科大學) in the PRC in August 1984, a doctoral degree in pathology from the University of Alabama at Birmingham in the U.S. in December 1997, and a master’s degree in public health from Johns Hopkins University in the U.S. in May 1999. Mr. Xie was licensed as a physician by the Educational Commission for Foreign Medical Graduates (ECFMG) in May 1998.

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Mr. Pan Xilong (潘席龍), aged 56, was appointed as our independent Director on February 4, 2024, and was re-designated as an independent non-executive Director on June 9, 2025.

Mr. Pan has been working at University of Finance and Economics (西南財經大學) since July 1996, and currently serves as an associate professor at the Institute of Chinese Financial Studies of Southwestern University of Finance and Economics (西南財經大學中國金融研究中心). He worked at Neijiang Xinglong Rural Bank Co., Ltd. (內江興隆村鎮銀行股份有限公司) from August 2017 to July 2025 and his last position was a supervisor. He also served as an independent director at Chengdu Xingrong Environment Co., Ltd. (成都市興蓉環境股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000598) since July 2020, and as an independent director at Chengdu Giantech Hi-Technology Development Co., Ltd. (成都欣捷高新技術開發股份有限公司) since October 2022. Mr. Pan served as an independent director at Chengdu Yunda Technology Co., Ltd. (成都運達科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300440) from June 2014 to January 2024.

Mr. Pan obtained a bachelor’s degree in biology from Sichuan Normal College (四川師範學院) (currently known as Sichuan Normal University (四川師範大學)) in the PRC in July 1990, a master’s degree in biology from Southwest Normal University (西南師範大學) (currently known as Southwest University (西南大學)) in the PRC in June 1993, and a doctoral degree in agricultural economics and management from Zhejiang Agricultural University (浙江農業大學) (currently known as Zhejiang University (浙江大學)) in the PRC in July 1996.

Mr. Tseung Yat Ming (蔣一銘), aged 41, was appointed as our independent non-executive Director on May 23, 2025, with effect from June 9, 2025.

Mr. Tseung has served as a vice president at Zhonggan Communication (Group) Holdings Limited (中贛通信集團有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 2545) since July 2021. Mr. Tseung served as an industry analyst of Shanghai Mingyu Xiaoyang Investment Management Co., Ltd. (上海明渝霄陽投資管理有限公司) from August 2010 to June 2011, as the investment director of Panhou (Shanghai) Investment Management Co., Ltd. (上海磐厚投資管理有限公司) and its affiliates from August 2011 to May 2021, and as the board secretary of Suzhou Beikang Medical Co., Ltd (蘇州貝康醫療股份有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 2170) in June 2021.

Mr. Tseung obtained his bachelor’s degrees in computer science from East China Normal University (華東師範大學) in the PRC in July 2007 and a master’s degree in finance from East China Normal University (華東師範大學) in the PRC in June 2010.

SUPERVISORS

The following table sets forth the key information about the Supervisors of the Company as at the Latest Practicable Date.

Name	Age	Position	Responsibilities	Date of first appointment	Date of joining the Group	Relationship with other Directors, Supervisors and senior management
Mr. Xu Yi (徐毅)	55	Supervisor	Responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group	November 18, 2022	November 18, 2022	None

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Name	Age	Position	Responsibilities	Date of first appointment	Date of joining the Group	Relationship with other Directors, Supervisors and senior management
Ms. Gao Wenjing (高文婧)	36	Supervisor	Responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group	November 18, 2022	November 18, 2022	None
Ms. Li Yefang (李燁芳)	37	Supervisor and senior human resources officer	Responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group	Appointed on March 24, 2021 as a senior human resources officer, and on November 18, 2022 as a Supervisor	March 24, 2021	None

Mr. Xu Yi (徐毅), aged 55, was appointed as a Supervisor of the Company on November 18, 2022. Mr. Xu is responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group.

Mr. Xu has served as the deputy general manager at Sichuan Yuanfeng Construction Project Management Co., Ltd. (四川元豐建設項目管理有限公司) since August 2017, and as the executive partner at Jingze Zhongjian since December 2020. Prior to that, Mr. Xu worked at Chengdu Caiyi Advertising Co., Ltd. (成都才溢文化傳播有限公司) from April 2005 to October 2016.

Mr. Xu graduated from Sichuan Economic Management Cadre College (四川省經濟管理幹部學院) (currently known as Xihua University (西華大學)) in corporate management in the PRC in July 1998.

Ms. Gao Wenjing (高文婧), aged 36, was appointed as a Supervisor of the Company on November 18, 2022. Ms. Gao is responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group.

Ms. Gao has served as the general administration director at Chengdu Yingchuang Taifu Equity Investment Fund Management Co., Ltd. (成都盈創泰富股權投資基金管理有限公司) since June 2021. Prior to that, Ms. Gao served as an administrative manager at Icon Venture Capital Co., Ltd. (成都盈創動力投資管理有限公司) from June 2013 to March 2019, as a senior administrative manager at Qiyang (Chengdu) Investment Management Co., Ltd. (啟陽(成都)投資管理有限公司) from April 2019 to September 2020, and as an administrative manager at ZhongTai United Design Co., Ltd. (四川中泰聯合設計股份有限公司) from September 2020 to April 2021.

Ms. Gao graduated from Xihua University (西華大學) in business administration in the PRC in March 2014.

Ms. Li Yefang (李燁芳) (whose former name was Li Fang (李芳)), aged 37, was appointed as a Supervisor of the Company on November 18, 2022. She has served as a senior human resources officer since March 2021. Ms. Li is responsible for overseeing the operations, financial activities, internal control and risk conditions of the Group.

Prior to joining the Group, Ms. Li worked at Sichuan Zhongman Petroleum Equipment Manufacturing Co., Ltd. (四川中曼石油設備製造有限公司) from July 2012 to March 2016, worked at Chengdu Shengte Valve Industrial Co., Ltd. (成都盛特閥門實業有限公司) from May 2016 to November 2018, and as the human resources manager at Chengdu Lingchuang Space Incubator Co., Ltd. (成都領創空間孵化器有限公司) from March 2019 to March 2021.

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Ms. Li obtained a bachelor’s degree in process equipment and control engineering from Southwest Petroleum University (西南石油大學) in the PRC in July 2012. Ms. Li has been a level 4 enterprise human resources manager as accredited by Sichuan Kejiao Xingchuan Promotion Association (四川省科教興川促進會) since May 2022.

SENIOR MANAGEMENT

The following table sets forth the key information about the senior management of the Company as at the Latest Practicable Date.

Name	Age	Position	Responsibilities	Date of first appointment	Date of joining the Group	Relationship with other Directors, Supervisors and senior management
Mr. Peng Hongwei (彭紅衛)	59	Chairman of the board, executive Director, general manager, and secretary of the board	Responsible for the overall operation and management of the Group	Appointed on September 20, 2018 as a Director, chairman of the Board and general manager, as secretary of the Board on June 10, 2025 and re-designated as an executive Director on June 9, 2025	April 1, 2018	None
Ms. Feng Xiuping (馮秀萍)	60	Deputy general manager	Responsible for the production quality management and the technical guidance and training of the Group	December 1, 2025	December 15, 2024	None
Ms. Wu Huijing (吳蕙菁)	50	Chief financial officer	Responsible for overall management of financial and tax affairs of the Group	May 27, 2022	December 1, 2015	None

For the biographical details of Mr. Peng Hongwei, please refer to “— Executive Directors” above.

Ms. Feng Xiuping (馮秀萍), aged 60, was appointed as a deputy general manager in December 1, 2025. Ms. Feng is responsible for the production quality management and the technical guidance and training of the Group.

From January 2023 to August 2023, Ms. Feng served as the Head of Process Development of the R&D Department in the Shanghai United Cell Biotechnology Co., Ltd. (上海聯合賽爾生物工程有限公司). She worked as the deputy general manager of Xinlilai (Suzhou) Biotechnology Co., Ltd. (信立泰(蘇州)生物技術有限公司). In November 2019, Ms. Feng served as the deputy general manager of Xinlilai (Chengdu) Biotechnology Co., Ltd. (信立泰(成都)生物技術有限公司). From February 2010 to November 2010, she served as Deputy Dean of the Research Institute at Changchun Jinsai Pharmaceutical Co., Ltd. (長春金賽藥業有限公司). In April 2003, Ms. Feng served as the Assistant of the General Manager of Changchun Changsheng Gene Pharmaceutical Co., Ltd. From September 1993 to February 1994, Ms. Feng worked at the Immunology Research Laboratory of Changchun Institute of Biological Products.

Ms. Feng obtained a secondary diploma in biological products from the Shanghai Biological Products Institute (上海生物製品學校) in September 1987, a bachelor’s degree in biopharmaceutical engineering from Jilin University in December 2001, a master’s degree in

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biochemistry and molecular biology from Jilin University in June 2005, and a doctoral degree in medical immunology from Jilin University (吉林大學) in June 2009. In January 2013, Ms. Feng was awarded the title of Senior Engineer in Pharmaceutical Engineering (製藥工程正高級工程師) by the Jilin Province Professional Technical Qualification Authority (吉林省專業技術資格).

Ms. Wu Huijing (吳蕙菁), aged 50, was appointed as our chief financial officer on May 27, 2022. She is responsible for overall management of financial and tax affairs of the Group. Ms. Wu joined our Group in December 2015 and served as our financial manager from December 2015 to May 2022.

Prior to joining the Group, Ms. Wu worked at Shanghai Five Star Law Firm (上海市五星律師事務所), served as the head of finance at the Shanghai Office of Beijing Tongtian Technology Co., Ltd. (北京同天科技有限公司上海辦事處) from April 2001 to April 2007 and worked at Shanghai Jingfeng Pharmaceutical Co., Ltd. (上海景峰製藥有限公司) from March 2010 to November 2015.

Ms. Wu obtained an associate degree in accountancy from Tongji University (同濟大學) in the PRC in July 2012. Ms. Wu was certified as an intermediate accountant by the Ministry of Finance of the PRC in May 2007.

Save as disclosed above, none of the Directors, Supervisors or senior management has held any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date:

- (i) save as disclosed above, none of the Directors, Supervisors or members of the senior management of the Company is related to any other Directors, Supervisors and members of the senior management;
- (ii) save as disclosed in the sections headed “Substantial Shareholders” and “Appendix VII — Statutory and General Information”, none of the Directors, Supervisors or members of the senior management holds any interest in the Shares which would be required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance; and
- (iii) there is no additional matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders, and there is no additional information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

COMPANY SECRETARY

Ms. Wong Nga Sim (黃雅嫻) was appointed as the company secretary of the Company on June 13, 2025.

Ms. Wong has over 8 years of experience in the corporate secretarial field. She has been served as the manager of Company Secretarial Services of Tricor Services Limited (a member of Vistra Group) since April 2022. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies since August 2016, and successively held positions at several reputable and professional firms. Ms. Wong obtained a bachelor’s degree in business administration (hons.) in business administration from Hong Kong Baptist University in 2015. She is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Institute of Chartered Secretaries (currently known as The Hong Kong Chartered Governance Institute) and The Chartered Governance Institute in the United Kingdom.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

The Company has established four Board committees, namely the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee.

Audit Committee

The Audit Committee consists of three Directors, namely Ms. He Dan, Mr. Pan Xilong and Mr. Xie Heng, with Ms. He Dan serving as the chairperson. Ms. He Dan has the appropriate professional experiences as required under Rules 3.10(2) and 3.21 of the Listing Rules. The Audit Committee is mainly responsible for reviewing and overseeing the financial reporting procedure and internal control system of the Group.

Remuneration and Appraisal Committee

The Remuneration and Appraisal Committee consists of three Directors, namely Mr. Pan Xilong, Mr. Xie Heng and Mr. Peng Hongwei, with Mr. Pan Xilong serving as the chairperson. The Remuneration and Appraisal Committee is mainly responsible for evaluating the remuneration policies for Directors and senior management of the Group and making recommendations thereon to the Board.

Nomination Committee

The Nomination Committee consists of three Directors, namely Mr. Pan Xilong, Ms. He Dan and Mr. Peng Hongwei, with Mr. Pan Xilong serving as the chairperson. The Nomination Committee is mainly responsible for identifying, screening and recommending to the Board qualified candidates to serve as the Directors and monitoring the procedures for evaluating the performance of the Board.

Strategy Committee

The Strategy Committee consists of three Directors, namely Mr. Peng Hongwei, Mr. Zhan Le and Mr. Xie Heng, with Mr. Peng Hongwei serving as the chairman. The Strategy Committee is mainly responsible for making recommendations to our Board on the long-term development strategy and major investments and projects of our Company.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of the Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on June 23, 2025, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

DIVERSITY

The Company has adopted the board diversity policy which sets out the objective and approach for achieving and maintaining diversity of the Board in order to enhance its effectiveness. In accordance with the board diversity policy, the Company seeks to achieve board diversity by taking into account a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and/or length of service.

The Board currently consists of eight male and one female members, with two executive Directors, three non-executive Directors and four independent non-executive Directors, of ages ranging from 40 to 67 with diversified backgrounds and experience. The Board considers it has a balanced mix of skill-set, experience, expertise, and diversity which enhances decision-making capability and the overall effectiveness of the Board in achieving sustainable business operation and enhancing shareholder value.

Upon the [REDACTED], the Nomination Committee will from time to time (i) discuss and agree on expected goals to ensure board diversity, and (ii) review and, where necessary, update the board diversity policy to ensure that the policy remains effective. The Company will (i) disclose the biographical details of each Director and (ii) report on the implementation of the board diversity policy (including whether we have achieved board diversity) in its annual corporate governance report.

REMUNERATION OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, Supervisors and senior management members who receive remuneration from the Company are paid in forms of salaries, allowances, contribution to pension schemes, discretionary bonuses and other benefits in kind. The remuneration of the Directors, Supervisors and senior management members is determined with reference to the remuneration paid by relevant companies in the same industry and the achievement of major operating indicators of the Company.

The aggregate amount of remuneration (including salaries, allowances, contribution to pension schemes and discretionary bonuses) and other benefits in kind paid to the Directors and Supervisors for the year ended December 31, 2024, 2025, and the four months ended April 30, 2026 amounted to RMB2.8 million, RMB7.5 million and RMB3.3 million, respectively. The aggregate amount of remuneration (including salaries, allowances, contribution to pension schemes and discretionary bonuses) and other benefits in kind paid to the five highest paid individuals (including two Directors) for the year ended December 31, 2024, 2025 and the four months ended April 30, 2026 amounted to RMB3.6 million, RMB3.5 million and RMB1.1 million (including bonus of shares settled in equities), respectively.

Under the arrangement currently in force, the Company estimates that the aggregate fixed remuneration (before tax) payable to the Directors for the year ending December 31, 2026 is approximately RMB3.0 million.

During the Track Record Period, no fees were paid by the Company to any of the Directors (or former Directors) or the five highest paid individuals as an inducement to join the Company or as compensation for loss of office. None of the Directors or Supervisors waived their remuneration during the Track Record Period.

SHARE INCENTIVE SCHEMES

In order to incentivize employees for their contribution to the Group and to attract and retain suitable personnel to the Group, the Company adopted the [REDACTED] Share Incentive Schemes. For further details, see “Appendix VII — Statutory and General Information — [REDACTED] Share Incentive Schemes”.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

The Company has appointed Guoyuan Capital (Hong Kong) Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules. The material terms of the compliance adviser’s agreement are as follows:

- (i) Guoyuan Capital (Hong Kong) Limited shall act as our compliance adviser for the purpose of Rule 3A.19 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the financial results for the first full financial year commencing after the [REDACTED];
- (ii) the compliance adviser will provide the Company with certain services, including proper guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, regulations and rules;
- (iii) the compliance adviser will, as soon as reasonably practicable, inform the Company of any amendment or supplement to the Listing Rules announced by the Stock Exchange from time to time, and of any amendment or supplement to the applicable laws, regulations and rules in Hong Kong applicable to the Company; and
- (iv) the compliance adviser will act as one of the key channels of communication of the Company with the Stock Exchange.

CODE PROVISION C.2.1 OF THE CORPORATE GOVERNANCE CODE

Mr. Peng is the chairman of the Board, the general manager, and the secretary of the board of the Company. In view of Mr. Peng’s experience, personal profile and his roles in the Company as mentioned above, the Board considers it beneficial to the business prospects and operational efficiency of the Company that Mr. Peng, in addition to acting as the chairman of the Board, continues to act as the general manager and the secretary of the board of the Company after the [REDACTED].

While this will constitute a deviation from Code Provision C.2.1 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that:

- (i) the Board comprises two non-executive directors as well as four independent non-executive Directors out of the nine Directors. As such, there is sufficient check and balance in the Board as the decision to be made by the Board requires approval by at least a majority of the Directors;
- (ii) Mr. Peng and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interest of the Company and make decisions for the Company accordingly;
- (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of the Company; and
- (iv) the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both Board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of the Company in order to assess whether separation of the roles of the chairman of the Board and the general manager of the Company is necessary.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Save as disclosed above, the Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix C1 to the Listing Rules.

KEY TERMS OF EMPLOYMENT CONTRACTS

We normally enter into an employment contract with our senior management members and other key personnel (other than Directors). Below sets forth the key terms of these contracts we enter into with our senior management and other key personnel.

Confidentiality

Confidentiality obligations. The employee shall, during the course of employment with the Group and thereafter, keep strictly confidential of technical information, operating and management related information, trade secrets and other confidential information of our Group and its customers. Without our Group’s prior written consent, the employee shall not disclose or reveal any confidential information, directly or indirectly, in any manner or to any third party, or make any recommendation to any third party on any matter based on the confidential information.

Ownership of intellectual work products

Acknowledgement. The employee acknowledges and agrees that the Group shall own all intellectual property rights and intellectual work products developed or produced (i) during the course of his/her employment of the Group; (ii) during the course of completion of other tasks other than discharging his/her duties as an employee of the Group; (iii) related to his/her duties as an employee of the Group or tasks previously assigned to him/her by the Group within two years of his/her resignation, retiring or transfer of work; and (iv) primarily using the Group’s funds, equipment, parts, raw materials, or technical materials that are not publicly available.

Non-competition

Non-competition obligation. Employees shall not directly or indirectly engage in any businesses that is the same as, similar to, or competes with (or any competing business to) the businesses being operated or planned to be operated by us and/or our affiliates during the service period and for a two-year non-competition period after the service period. During this non-competition period, our Group shall provide employees with financial compensation on a monthly basis.

Compensation for Breach of Covenants

If any employee breaches any of his/her obligations under the employment contract, confidentiality agreement and/or non-competition agreement, the Group shall be entitled to, among other remedies, recover from the employee any losses incurred by our Group as a result of such breach by the employee.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

For a detailed description of our future plans, see “Business — Our Strategies.”

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the midpoint of the range of the [REDACTED] stated in this document), we estimate that we will receive net [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] commissions and other estimated expenses in connection with the [REDACTED] (assuming the [REDACTED] is not exercised).

The primary reason for the [REDACTED] is to raise funds to advance our Core Products to commercialization. Accordingly, we intend to use our [REDACTED] for the purposes and in the amounts set forth below.

- Approximately [REDACTED], or HK\$[REDACTED] million, will be used to further the research development and commercialization of our Core Products.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be used to conduct clinical trials and fund CMC development and commercialization preparation of JZB05 in China.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to CMC development and scale-up activities for JZB05. These funds will be used primarily for (i) development focused CMC scale up from 200L to 2,000L, including laboratory parameter range studies, purification scale up, and 2,000L process confirmation and validation, and (ii) related quality, stability, comparability and similarity assessments, with a limited portion for (iii) initial production costs and modification. These CMC activities constitute process development research and will require NMPA approval of a supplemental application prior to commercial manufacturing. The costs are expected to be incurred between the second half of 2026 and the first half of 2029.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the ongoing Phase 3 clinical trial and as registration expense of JZB05 for FNDs in China. These funds, expected to be utilized from the second half of 2026 to the second half of 2027, will cover costs related to CRO services, clinical trial sites, and other trial-related fees.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to commercialization preparation for JZB05, including sales team build-out, academic promotion, and market access activities. We expect to incur these expenses from the second half of 2028 to the first half of 2031.
 - Approximately [REDACTED], or HK\$[REDACTED] million will be allocated to the expansion and equipment upgrading/technical renovation of the R&D center premises to support the development and optimization of R&D processes. We will establish a new formulation workshop for the process research and validation of JZB05 formulations. Additionally, we will expand and upgrade storage facilities by constructing new ambient-temperature warehouses and cold storage facilities to support the preservation of bulk drug substances, reference formulations, and clinical trial stage samples. Furthermore, we will carry out technical renovations and upgrades to the equipment used for the release testing of JZB05 R&D and clinical samples.

FUTURE PLANS AND USE OF [REDACTED]

- Approximately [REDACTED], or HK\$[REDACTED] million will be allocated to production-related expenses for JZB05.
- Approximately [REDACTED], or HK\$[REDACTED] million, is expected to be used for advancing the commercialization and indication expansion clinical trials of the JZB30 product in China.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to commercializing JZB30, focusing on building an experienced marketing and sales team to manage nationwide marketing, academic promotion, and collaboration with partners such as distributors and promoters. This team will handle strategy, data analysis, customer management, market penetration, and tender listings, while third-party promoters and distributors support execution and product distribution to hospitals. These costs are expected to be incurred from the second half of 2026 to the first half of 2030.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to conducting a Phase 3 clinical trial of JZB30 for hypogonadotropic hypogonadism in China. This includes costs associated with clinical trial hospitals, CROs, and patient enrolment, which are expected to be incurred mainly from the second half of 2026 to the first half of 2029. We initiated the Phase 3 clinical trial in China in September 2025 to evaluate the safety and efficacy of JZB30 in adult male patients.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the production of JZB30 products. The [REDACTED] will be allocated to the calibration and testing of our self-operated production facility to meet the technical requirements for JZB30’s production, as well as the production of JZB30 in such facility. We have commenced the calibration, testing, and certification of our corresponding facility in 2025. These funds are expected to be mainly utilized in the second half of 2026.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be used to fund the subsequent clinical studies and CMC development of our Key Product, JZB32, for svMA and PCV indications in China.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to JZB32’s clinical studies. As of the Latest Practical Date, we have completed one Phase 1 clinical trial. We expect to allocate (i) approximately HK\$[REDACTED] million to the Phase 2 clinical study, and (ii) approximately HK\$[REDACTED] million to the Phase 3 clinical study, and we anticipate these costs to be incurred from the second half of 2027 to the second half of 2030.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to pharmaceutical quality studies for JZB32 during its clinical stage. These funds, expected to be utilized from the second half of 2027 to the second half of 2029, will cover (i) R&D staff costs, and (ii) pharmaceutical quality studies and non-clinical studies.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be allocated to the research and development of other products, including JZB33, JZB35, JZB36 and JZB07.
 - Approximately [REDACTED], or HK\$[REDACTED] million, will be used for subsequent Phase 1 and Phase 3 clinical research activities for these product candidates. We anticipate these costs to be incurred from the second half of 2027 to the first half of 2031.

FUTURE PLANS AND USE OF [REDACTED]

- Approximately [REDACTED], or HK\$[REDACTED] million, will be used for pre-clinical pharmaceutical studies and non-clinical studies for these product candidates. We anticipate these costs to be incurred from the second half of 2027 to the first half of 2031.
- Approximately [REDACTED], or HK\$[REDACTED] million, will be used for working capital and other general corporate purposes. We expect these funds to be utilized on an ongoing basis to supplement our daily operations.

In the event that the [REDACTED] is set at the maximum [REDACTED] or the minimum [REDACTED] of the indicative [REDACTED] range, the net [REDACTED] of the [REDACTED] will increase by approximately HK\$[REDACTED] million or decrease by HK\$[REDACTED] million, respectively. We intend to apply the additional or reduced net [REDACTED] to the above uses on a pro rata basis.

The additional net [REDACTED] that we would receive if the [REDACTED] were exercised in full would be (i) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the maximum [REDACTED] of the indicative [REDACTED] range), (ii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the mid-point of the indicative [REDACTED] range) and (iii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the low point [REDACTED] of the indicative [REDACTED] range). We intend to apply the additional net [REDACTED] to the above uses on a pro rata basis.

To the extent that the net [REDACTED] of the [REDACTED] are not immediately used for the above purposes or if we are unable to effect any part of our future development plans as intended, we may hold such funds in short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions). In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

In preparation of the [REDACTED], the Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemption from strict compliance with the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules provides that a new applicant for listing on the Stock Exchange must have a sufficient management presence in Hong Kong and, under normal circumstances, at least two of the new applicant’s executive directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 may be waived by having regard to, among other considerations, the applicant’s arrangements for maintaining regular communication with the Stock Exchange.

The Company’s business operations are mostly located in the PRC and most of the Company’s assets are located in the PRC. All of the executive Directors and all members of the senior management of the Company currently reside in the PRC as the Board believes it would be more effective and efficient for its executive Directors to be based in a location where the Company’s operations are located. As such, the Company does not and, in the foreseeable future, will not be able to comply with the requirements of Rule 8.12 and Rule 19A.15 of the Listing Rules for sufficient management presence in Hong Kong.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange [has granted] the Company, a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules, provided that the Company implements the following arrangements:

- (i) the Company has appointed Mr. Peng and Ms. Wong Nga Sim as the authorized representatives of the Company (the “**Authorized Representatives**”) for the purpose of Rule 3.05 of the Listing Rules. The Authorized Representatives will serve as the Company’s principal channel of communication with the Stock Exchange. They can be readily contactable by phone, fax and email to deal promptly with enquiries from the Stock Exchange and will also be available to meet with the Stock Exchange to discuss any matters on short notice. The contact details of the Authorized Representatives have been provided to the Stock Exchange.
- (ii) all the Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period. In addition, each Director has provided (if available) his/her contact details, including office phone numbers, mobile phone numbers, email addresses and fax numbers, to the Authorized Representatives and to the Stock Exchange. In the event that a Director expects to travel, he/she will endeavor to provide the phone number of the place of his/her accommodation to our Authorized Representatives or maintain an open line of communication via his/her mobile phone. The Directors have also provided the contact information of their emergency contacts to the Authorized Representatives, so that each of the Authorized Representatives would be able to contact all the Directors (including the independent non-executive Directors) promptly at all times if and when the Stock Exchange wishes to contact the Directors.
- (iii) the Company has appointed Guoyuan Capital (Hong Kong) Limited as its compliance adviser for the period commencing on the [REDACTED] and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the Company’s financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier. The Company’s compliance adviser will act as the Company’s additional and alternative channel of communication with the Stock Exchange, and its representatives will be readily available to answer enquiries from the Stock Exchange.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

WAIVER AND EXEMPTION IN RESPECT OF FINANCIAL INFORMATION OF OUR COMPANY

According to section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, this document shall include an accountants' report which contains the matters specified in the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

According to paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a statement as to the gross trading income or sales turnover (as the case may be) of our Company during each of the three financial years immediately preceding the issue of this document as well as an explanation of the method used for the computation of such income or turnover and a reasonable breakdown of the more important trading activities.

According to paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a report prepared by our Company's auditor with respect to profits and losses of our Company in respect of each of the three financial years immediately preceding the issue of the document and the assets and liabilities of our Company at the last date to which the financial statements were prepared.

According to section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from strict compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interests of the investing public and strict compliance with any or all of such requirements would be irrelevant or unduly burdensome, or is otherwise unnecessary or inappropriate.

According to Rule 4.04(1) of the Listing Rules, the Accountants' Report contained in this document must include, *inter alia*, the results of our Company in respect of each of the three financial years immediately preceding the issue of this document or such shorter period as may be acceptable to the Stock Exchange.

According to Rule 18A.06 of the Listing Rules, an eligible biotech company shall comply with Rule 4.04 of the Listing Rules modified so that references to "three financial years" or "three years" in that rule shall instead refer to "two financial years" or "two years", as the case may be.

Accordingly, we have applied for, and the SFC [has granted] us, a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with the requirements under paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that (i) the particulars of the exemption are set forth in this document, and (ii) this document will be issued on or before [REDACTED], on the following grounds:

- (i) our Company has been primarily focusing on the biopharmaceutical R&D and commercialization of products in assisted reproductive drugs and ophthalmic drugs. It falls within the scope of biotech company as defined under Chapter 18A of the Listing Rules;
- (ii) the Accountants' Report for the financial years ended December 31, 2024, 2025 and the four months ended April 30, 2026 has been prepared and is set out in Appendix I to this document in accordance with Rule 18A.06 of the Listing Rules;

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES
AND EXEMPTION FROM THE COMPANIES (WINDING UP AND
MISCELLANEOUS PROVISIONS) ORDINANCE**

- (iii) notwithstanding that the financial results set out in this document are only for the financial years ended December 31, 2024, 2025 and the four months ended April 30, 2026 in accordance with Chapter 18A of the Listing Rules, other information required to be disclosed under the Listing Rules and requirements under the Companies (Winding up and Miscellaneous Provisions) Ordinance has been adequately disclosed in this document pursuant to the relevant requirements;
- (iv) furthermore, as Chapter 18A of the Listing Rules provides track record period of two years for biotech companies in terms of financial disclosure, strict compliance with the requirements of section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome for our Company as this would require additional work to be performed by us and our reporting accountants; and
- (v) our Directors are of the view that the Accountants’ Report covering the years ended December 31, 2024, 2025 and the four months ended April 30, 2026, as set out in Appendix I to this document, together with other disclosure in this document, has already provided the potential investors with adequate and reasonably up-to-date information in the circumstances to form a view on the track record of our Company; and our Directors confirm that all information which is necessary for the investing public to make an informed assessment of the business, assets and liabilities, financial position, management and prospects has been included in this document. Therefore, the exemption would not prejudice the interests of the investing public.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

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STRUCTURE OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report received from the Company’s reporting accountants, Ernst & Young, Certified Public Accountants and Registered Public Interest Entity Auditor, Hong Kong, for the purpose of incorporation in this Document.

[To insert the firm’s letterhead]

ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF JINGZE BIOPHARMACEUTICAL (HEFEI) CO., LTD., CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED AND GUOYUAN CAPITAL (HONG KONG) LIMITED

INTRODUCTION

We report on the historical financial information of Jingze Biopharmaceutical (Hefei) Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-63, which comprises the consolidated statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2024 and 2025 and the four months ended 30 April 2026 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2024, 2025 and 30 April 2026 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-63 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [Date] (the “Document”) in connection with the [REDACTED] of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

DIRECTORS’ RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

REPORTING ACCOUNTANTS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

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Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the financial position of the Group and the Company as at 31 December 2024, 2025 and 30 April 2026 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Review of interim comparative financial information

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the four months ended 30 April 2025 and other explanatory information (the “Interim Comparative Financial Information”). The directors of the Company are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* as issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants’ report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

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**REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF
SECURITIES ON THE STOCK EXCHANGE AND THE COMPANIES (WINDING UP
AND MISCELLANEOUS PROVISIONS) ORDINANCE**

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to note 12 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

Certified Public Accountants

Hong Kong

[Date]

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I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the HKICPA (the “Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

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CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	<i>Notes</i>	Year ended 31 December		Four months ended 30 April	
		2024	2025	2025	2026
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Other income	5	12,381	2,063	541	675
Research and development expenses		(132,738)	(101,724)	(32,861)	(29,704)
Administrative expenses		(50,875)	(66,536)	(16,692)	(24,157)
Other expenses	6	(1,103)	(212)	–	(89)
Changes in the carrying amount of other financial liability	28	20,657	–	–	–
Finance costs	7	(91,053)	(103,975)	(33,215)	(36,054)
LOSS BEFORE TAX	8	(242,731)	(270,384)	(82,227)	(89,329)
Income tax (expense)/credit	11	(12)	12	19	7
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD		<u>(242,743)</u>	<u>(270,372)</u>	<u>(82,208)</u>	<u>(89,322)</u>
Attributable to:					
Owners of the parent		(239,852)	(270,503)	(82,203)	(89,293)
Non-controlling interests		<u>(2,891)</u>	<u>131</u>	<u>(5)</u>	<u>(29)</u>
		<u>(242,743)</u>	<u>(270,372)</u>	<u>(82,208)</u>	<u>(89,322)</u>
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	13				
Basic and diluted (RMB per share) .		<u>(4.85)</u>	<u>(4.47)</u>	<u>(1.37)</u>	<u>(1.44)</u>

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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		As at 30 April
	Notes	2024	2025	2026
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	14	162,486	193,056	203,342
Right-of-use assets	15	46,978	40,671	38,713
Other intangible assets	16	1,292	1,897	1,835
Prepayments, other receivables and other assets	17	34,449	23,403	21,331
Total non-current assets		245,205	259,027	265,221
CURRENT ASSETS				
Inventories	18	3,404	4,201	4,428
Prepayments, other receivables and other assets	17	6,033	8,757	8,288
Cash and bank balances	19	68,586	41,500	81,055
Restricted bank deposits	19	2,344	—	—
Total current assets		80,367	54,458	93,771
CURRENT LIABILITIES				
Trade payables	20	30,165	39,157	39,408
Other payables and accruals	21	28,366	42,073	54,260
Interest-bearing bank borrowings	24	14,815	44,621	91,742
Loan from a shareholder	23	—	—	8,376
Lease liabilities	15	4,775	4,816	4,890
Redemption rights liabilities	27	1,326,908	1,487,639	1,546,623
Total current liabilities		1,405,029	1,618,306	1,745,299
NET CURRENT LIABILITIES		(1,324,662)	(1,563,848)	(1,651,528)
TOTAL ASSETS LESS CURRENT LIABILITIES				
		(1,079,457)	(1,304,821)	(1,386,307)
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowings	24	9,800	11,550	19,500
Loan from a shareholder	23	117,219	118,083	112,710
Contract liabilities	22	4,717	4,717	4,717
Deferred income	25	5,419	9,793	9,651
Lease liabilities	15	29,766	24,537	22,232
Other payables and accruals	21	12,000	13,000	13,000
Deferred tax liabilities	26	20	8	1
Total non-current liabilities		178,941	181,688	181,811
Net liabilities		(1,258,398)	(1,486,509)	(1,568,118)
DEFICITS				
Equity attributable to owners of the parent				
Share Capital	29	60,000	61,688	62,212
Reserves	30	(1,316,079)	(1,546,009)	(1,628,113)
		(1,256,079)	(1,484,321)	(1,565,901)
Non-controlling interests		(2,319)	(2,188)	(2,217)
Total deficits		(1,258,398)	(1,486,509)	(1,568,118)

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CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Year ended 31 December 2024

	Attributable to owners of the parent					Non-controlling interests	Total deficits
	Share capital	Share premium*	Share-based payments reserve*	Other reserve*	Accumulated losses*		
	RMB'000 (note 29)	RMB'000 (note 30)	RMB'000 (note 31)	RMB'000 (note 30)	RMB'000	RMB'000	RMB'000
As at 1 January							
2024	33,757	635,707	3,331	(863,911)	(830,502)	(1,021,618)	572 (1,021,046)
Loss and total comprehensive loss for the year.	—	—	—	—	(239,852)	(239,852)	(2,891) (242,743)
Issue of shares . . .	3,134	253,883	—	—	—	257,017	— 257,017
Capital reserve converted into share capital (note 29)	23,109	(23,109)	—	—	—	—	— —
Recognition of redemption liabilities on Series C+ Shares (note 27)	—	—	—	(262,711)	—	(262,711)	— (262,711)
Derecognition of redemption liabilities of equity transfer transaction (note 27)	—	1,164	—	10,000	—	11,164	— 11,164
Share-based payments (note 31)	—	—	(79)	—	—	(79)	— (79)
As at 31 December							
2024	<u>60,000</u>	<u>867,645</u>	<u>3,252</u>	<u>(1,116,622)</u>	<u>(1,070,354)</u>	<u>(1,256,079)</u>	<u>(2,319)</u> <u>(1,258,398)</u>

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Year ended 31 December 2025

	Attributable to owners of the parent						Non-	
	Share	Share	Share-based	Other	Accumulated	Total	controlling	Total
	capital	premium*	payments	reserve*	Losses*		interests	deficits
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(note 29)	(note 30)	(note 31)	(note 30)				
As at 1 January								
2025.	60,000	867,645	3,252	(1,116,622)	(1,070,354)	(1,256,079)	(2,319)	(1,258,398)
Loss and total								
comprehensive								
loss for the year .	—	—	—	—	(270,503)	(270,503)	131	(270,372)
Proceeds from share								
award scheme. . .	—	11,509	—	—	—	11,509	—	11,509
Issue of shares . . .	1,688	85,292	—	—	—	86,980	—	86,980
Recognition of								
redemption								
liabilities on								
Series C+ Shares								
(note 27)	—	—	—	(86,980)	—	(86,980)	—	(86,980)
Derecognition of								
redemption								
liabilities of								
equity transfer								
transaction								
(note 27)	—	—	—	17,873	—	17,873	—	17,873
Share-based								
payments								
(note 31)	—	—	12,879	—	—	12,879	—	12,879
As at 31 December								
2025.	<u>61,688</u>	<u>964,446</u>	<u>16,131</u>	<u>(1,185,729)</u>	<u>(1,340,857)</u>	<u>(1,484,321)</u>	<u>(2,188)</u>	<u>(1,486,509)</u>

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Four months ended 30 April 2026

	Attributable to owners of the parent							
	Share capital	Share premium*	Share-based payments reserve*	Other reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
	RMB'000 (note 37)	RMB'000 (note 38)	RMB'000	RMB'000 (note 41)	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2026	61,688	964,446	16,131	(1,185,729)	(1,340,857)	(1,484,321)	(2,188)	(1,486,509)
Loss and total comprehensive loss for the period	—	—	—	—	(89,293)	(89,293)	(29)	(89,322)
Issue of shares . . .	524	26,476	—	—	—	27,000	—	27,000
Recognition of redemption liabilities on Series C+ Shares (note 27)	—	—	—	(27,000)	—	(27,000)	—	(27,000)
Share-based payments (note 31)	—	—	7,713	—	—	7,713	—	7,713
As at 30 April 2026	62,212	990,922	23,844	(1,212,729)	(1,430,150)	(1,565,901)	(2,217)	(1,568,118)

* These reserve accounts comprise the reserve of RMB1,316,079,000, RMB1,546,009,000 and RMB1,628,113,000 in the consolidated statements of financial position as at 31 December 2024 and 2025 and 30 April 2026, respectively.

Four months ended 30 April 2025 (unaudited)

	Attributable to owners of the parent						Non-controlling interests	Total equity
	Share capital	Share premium	Share-based payments reserve	Other reserve	Accumulated losses	Total		
	RMB'000 (note 29)	RMB'000 (note 30)	RMB'000 (note 31)	RMB'000 (note 30)	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2025	60,000	867,645	3,252	(1,116,622)	(1,070,354)	(1,256,079)	(2,319)	(1,258,398)
Loss and total comprehensive loss for the period (unaudited)	—	—	—	—	(82,203)	(82,203)	(5)	(82,208)
Share-based payments (note 31) (unaudited) . .	—	—	132	—	—	132	—	132
As at 30 April 2025 (unaudited) . . .	60,000	867,645	3,384	(1,116,622)	(1,152,557)	(1,338,150)	(2,324)	(1,340,474)

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CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December		Four months ended 30 April	
	Notes	2024	2025	2025	2026
		RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
CASH FLOWS FROM					
OPERATING ACTIVITIES					
Loss before tax	8	(242,731)	(270,384)	(82,227)	(89,329)
Adjustments for:					
Finance costs	7	91,053	103,975	33,215	36,054
Changes in the carrying amount of other financial liability		(20,657)	—	—	—
(Gain)/loss on disposal of items of property, plant and equipment	8	(155)	—	—	6
Loss on termination of lease contracts	15	7	—	—	—
Depreciation of property, plant and equipment	14	18,872	18,937	6,354	6,457
Amortisation of intangible assets	16	110	138	38	62
Depreciation of right-of-use assets	15	5,018	6,075	2,034	1,958
Write-down of inventories to net realisable value	6	978	20	—	89
Government grants recognised from deferred income	25	(1,320)	(926)	(142)	(142)
Equity-settled share-based payments		(79)	12,879	132	7,713
		(148,904)	(129,286)	(40,596)	(37,132)
Decrease/(increase) in inventories		2,246	(817)	(1,304)	(316)
Decrease/(increase) in prepayments and other receivables		3,761	(7,093)	(3,629)	(1,537)
Increase in trade payables		12,615	8,992	5,410	251
Increase in other payables and accruals		4,877	2,419	8,587	1,685
Increase in contract liabilities		4,717	—	—	—
Government grants received and deferred		1,240	5,300	—	—
(Increase)/decrease in restricted bank deposits		(2,344)	2,344	2,344	—
Net cash flows used in operating activities		(121,792)	(118,141)	(29,188)	(37,049)

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	<i>Notes</i>	Year ended 31 December		Four months ended 30 April	
		2024	2025	2025	2026
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of property, plant and equipment		(37,806)	(20,029)	(9,728)	(4,465)
Purchase of intangible assets	16	(51)	(743)	–	–
Proceeds from disposal of property, plant and equipment		3	25	–	–
Net cash flows used in investing activities		<u>(37,854)</u>	<u>(20,747)</u>	<u>(9,728)</u>	<u>(4,465)</u>
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from share award scheme .		–	11,509	–	–
Proceeds from issue of shares		144,306	86,980	–	27,000
New bank borrowings		20,000	46,500	2,000	55,000
Interest paid of bank borrowings . . .		(720)	(1,197)	(259)	(570)
Payments for rental deposits		(77)	(12)	–	–
Proceeds from return of rental deposits		44	85	33	–
Lease payments		(4,476)	(6,213)	(200)	(93)
Payment of [REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Repayment of interest on loan from a shareholder		–	(9,017)	–	–
Repayment of bank borrowings		<u>(10,280)</u>	<u>(14,960)</u>	<u>(4,010)</u>	<u>(50)</u>
Net cash flows from financing activities		<u>148,294</u>	<u>111,802</u>	<u>(2,590)</u>	<u>81,069</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS					
Cash and cash equivalents at beginning of year/period		<u>79,938</u>	<u>68,586</u>	<u>68,586</u>	<u>41,500</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD					
		<u>68,586</u>	<u>41,500</u>	<u>27,080</u>	<u>81,055</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS					
Cash and bank balances as stated in the consolidated statements of financial position	19	<u>68,586</u>	<u>41,500</u>	<u>27,080</u>	<u>81,055</u>

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STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		As at 30 April
	Notes	2024	2025	2026
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	14	3,111	2,462	2,249
Right-of-use assets		800	238	196
Other intangible assets.		251	219	208
Prepayments, other receivables and other assets	17	2,092	2,976	3,133
Investments in subsidiaries	1	510,337	888,717	888,717
Total non-current assets		516,591	894,612	894,503
CURRENT ASSETS				
Inventories	18	426	569	901
Prepayments, other receivables and other assets	17	1,562	4,206	4,205
Amounts due from subsidiaries	35	594,094	325,363	386,191
Cash and bank balances.	19	1,405	23,824	58,795
Restricted bank deposits	19	2,344	—	—
Total current assets		599,831	353,962	450,092
CURRENT LIABILITIES				
Trade payables	20	389	37	37
Other payables and accruals	21	9,394	7,350	7,914
Interest-bearing bank borrowings.	24	5,005	24,621	51,542
Loan from a shareholder	23	—	—	8,376
Lease liabilities		351	124	125
Redemption rights liabilities	27	1,326,908	1,487,639	1,546,623
Amounts due to subsidiaries	35	61,150	104,309	155,579
Total current liabilities		1,403,197	1,624,080	1,770,196
NET CURRENT LIABILITIES		(803,366)	(1,270,118)	(1,320,104)
TOTAL ASSETS LESS CURRENT LIABILITIES.				
		(286,775)	(375,506)	(425,601)
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowings.	24	—	1,850	—
Loan from a shareholder	23	117,219	118,083	112,710
Contract liabilities	22	4,717	4,717	4,717
Lease liabilities		314	63	64
Other payables and accruals	21	12,000	13,000	13,000
Deferred tax liabilities.		20	8	1
Total non-current liabilities		134,270	137,721	130,492
Net liabilities.		(421,045)	(513,227)	(556,093)
DEFICITS				
Share capital	29	60,000	61,688	62,212
Reserves	30	(481,045)	(574,915)	(618,305)
Total deficits		(421,045)	(513,227)	(556,093)

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II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

Jingze Biopharmaceutical (Hefei) Co., Ltd. (the “Company”) was incorporated as a limited liability company in Hefei, the People’s Republic of China (the “PRC”) on 20 September 2018. The registered office address of the Company is located at Room 15A01, Building 2, Pin’en Technology Park, No. 469 Huatuo Lane, Changning Community Service Center, High-Tech Zone, Hefei, Anhui Province, the PRC. On 18 December 2022, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC.

In the opinion of the directors of the Company (the “Directors”), the largest shareholder of the Company is Mr. Peng Hongwei.

During the Relevant Periods, the Group were involved in the research and development and production of biopharmaceutical products.

As at the date of this report, the Company had direct interests in its subsidiaries, all of which are private limited liability companies principally engaged in the research and development and production of biopharmaceutical products. The particulars of these subsidiaries are set out below:

Name	Notes	Place and date of incorporation/registration and place of operations	Issued/registered capital	Percentage of equity attributable to the Company
				<i>Direct</i>
Shanghai Jingze Biotechnology Co., Ltd. (上海景澤生物技術有限公司) (“Shanghai Jingze”)	(a)	The PRC/Chinese mainland, 23 May 2014	RMB16,660,000	100%
Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司) (“Chengdu Jingze”)	(b)	The PRC/Chinese mainland, 7 September 2017	RMB100,000,000	100%
Suzhou Jingze Biopharmaceutical Co., Ltd. (蘇州景澤生物醫藥有限公司) (“Suzhou Jingze”)	(c)	The PRC/Chinese mainland, 3 April 2023	RMB100,000,000	100%
Jiangsu Jingze Biopharmaceutical Co., Ltd. (江蘇景澤生物製藥有限公司) (“Jiangsu Jingze”)	(c)	The PRC/Chinese mainland, 15 December 2023	RMB20,000,000	100%
Chengdu Jingrunze Gene Technology Co., Ltd. (成都景潤澤基因科技有限公司) (“Chengdu Jingrunze”)	(c)	The PRC/Chinese mainland, 17 May 2021	RMB3,365,576	69%**
Anhui Jingze Ruihe Medical Technology Co., Ltd. (安徽景澤睿合醫療科技有限公司) (“Jingze Ruihe”)	(c)	The PRC/Chinese mainland, 17 December 2025	RMB45,000,000	100%
Guangdong Jingze Biopharmaceutical Co., Ltd. (廣東景澤生物製藥有限公司) (“Guangdong Jingze”)	(c)	The PRC/Chinese mainland, 19 December 2025	RMB10,000,000	100%

Notes:

- (a) No audited financial statements have been prepared for this entity for the year ended 31 December 2024, as the entity was not subject to such requirements under the relevant rules and regulations in their jurisdictions of incorporation. The statutory financial statements of this entity for the year ended 31 December 2025 prepared under the China Accounting Standards for Business Enterprises (“CAS”) were audited by Sichuan Zhongtian Huacheng Certified Public Accountants Co., Ltd. (四川中天華成會計師事務所有限公司).

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- (b) The statutory financial statements of this entity for the years ended 31 December 2024 and 2025 prepared under CAS were audited by Sichuan Zhongtian Huacheng Certified Public Accountants Co., Ltd. (四川中天華成會計師事務所有限公司).
- (c) No audited financial statements have been prepared for these entities for the years ended 31 December 2024 and 2025, as the entities were not subject to such requirements under the relevant rules and regulations in their jurisdictions of incorporation.
- * The English names of the above subsidiaries established in the PRC represent the best effort made by the Directors to translate the Chinese names as these companies have not been registered with any official English names.
- ** In the opinion of Directors, the non-controlling interests in this subsidiary is not material to the Group.

The investments in subsidiaries in Company’s statement of financial position refers to:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB’000	RMB’000	RMB’000
Unlisted investments accounted for at cost.	510,337	888,717	888,717

The Directors believe that there were no indicators of impairment for its investments in subsidiaries during the Relevant Periods. This assessment is based on the following factors:

- (i) There were no significant adverse changes in the subsidiaries’ operating environments, management structures, or governance frameworks; and
- (ii) The subsidiaries have consistently carried out Research and Development (“R&D”) activities and maintained a diversified pipeline, including three projects in advanced stages, with development progress aligning with the Company’s expectations. No other factors were identified that would have led to a deterioration in their financial positions.

2.1. BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board. All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2026, together with the relevant transitional provisions, have been consistently applied by the Group in the preparation of the Historical Financial Information and the Interim Comparative Financial Information.

The Historical Financial Information has been prepared under the historical cost convention at the end of each of the Relevant Periods.

The Group incurred recurring losses throughout the Relevant Periods as its new drug R&D activities remained in a pre-commercialisation stage. As at 30 April 2026, the Group recorded net liabilities of RMB1,568,118,000 and net current liabilities of RMB1,651,528,000, primarily due to the significant amount of the redemption rights liabilities of RMB1,546,623,000 arising from the financings with redemption features granted to [REDACTED] investors.

The redemption features ceased to be effective upon the submission of the Company’s [REDACTED] application to the Stock Exchange and shall be reinstated in the event where (i) the Company withdraws or cancels its [REDACTED] application, or the sponsors withdraw their sponsorship and the parties agree to withdraw the Company’s [REDACTED] and [REDACTED] application; (ii) the Company’s [REDACTED] application fails to pass the vetting of the Securities and Futures Commission or the Stock Exchange, including where the [REDACTED] application is returned by the Stock Exchange; or (iii) the Company fails to complete its [REDACTED] within a period of no less than 12 months since the date of the filing of the [REDACTED] application with the Stock Exchange. Redemption rights liabilities will be derecognised from liabilities as a result of the termination of all special rights upon the [REDACTED]. Based on the latest status of the [REDACTED] application, the Directors are of the opinion that the redemption feature are unlikely to be reinstated within the twelve months from 30 April 2026.

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The Directors also performed a comprehensive assessment of the Group’s working capital sufficiency to meet its current liabilities (other than redemption rights liabilities), factoring in all available financial resources, including existing cash and bank balances, the ability to renew banking facilities upon maturity, out-licensing revenue and expected commercialisation revenue of the drug that obtained New Drug Application (“NDA”) approval from National Medical Products Administration in April 2025. The Directors are of the opinion the Group maintains sufficient working capital to fulfil its obligations throughout the twelve-months from 30 April 2026.

Accordingly, the Directors concluded that it is appropriate to prepare the Historical Financial Information on a going concern basis.

Basis of consolidation

The Historical Financial Information includes the financial information of the Group for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The Historical Financial Information of the subsidiaries is prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2. ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information. The Group intends to apply these new and amended IFRS Accounting Standards, if applicable, when they become effective.

Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency¹</i>
IFRS 18	<i>Presentation and Disclosure in Financial Statements¹</i>
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures¹</i>
IFRS 20	<i>Regulatory Assets and Regulatory Liabilities²</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³</i>

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- 1 Effective for the annual periods beginning on or after 1 January 2027.
- 2 Effective for the annual periods beginning on or after 1 January 2029.
- 3 No mandatory effective date yet determined but available for adoption.

The Group is in the process of making an assessment of the impact of these new and amended IFRS Accounting Standards upon initial application. So far, the Group considers that these new and amended IFRS Accounting Standards, except for IFRS 18, may result in changes in certain accounting policies and no significant impact on the Group’s financial performance and financial position is expected in the period of initial application. The application of IFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of profit or loss and statement of cash flows and disclosures in the future financial information. The Group will continue to assess the impact of IFRS 18 on the Group’s financial information.

2.3. MATERIAL ACCOUNTING POLICY INFORMATION

Interests in subsidiaries

Interests in subsidiaries are stated in the statement of financial position of the Company at cost less impairment loss, if any.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Historical Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the Relevant Periods.

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Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset’s recoverable amount is estimated. An asset’s recoverable amount is the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each of the Relevant Periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person’s family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	4.75%
Office equipment	9.5% to 19%
Plant and machinery	9.5% to 19%
Electrical equipment	23.75%
Transportation equipment	23.75%
Leasehold improvements	Shorter of remaining lease terms and estimated useful lives

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each of the Relevant Periods.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each of the Relevant Periods.

Intangible assets are amortised on the straight-line basis over the following useful economic lives:

Patents	10 to 20 years
Software	10 years

The patents are amortised using the straight-line method over its estimated useful life of 10 to 20 years, which is determined by reference to the authorised useful life and the management’s estimation. The estimation is made considering the protection period of the Patents. The software is amortised over 10 years using the straight-line method, based on the shorter of statutory requirements and management’s estimation.

Research and development costs

All research costs are charged to profit or loss as incurred.

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Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings, office and equipment	2 to 10 years
Land use rights	20 years

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office and employee dormitory (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

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Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset to be in default (other than trade receivables) when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group’s financial liabilities include trade payables, other payables and accruals, loan from a shareholder, interest-bearing bank borrowings, other financial liability and redemption rights liabilities.

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Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, loans and borrowings)

After initial recognition, trade payables, other payables and accruals, a loan from a shareholder, interest-bearing bank borrowings, other financial liability and redemption rights liabilities, are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

(a) Redemption rights liabilities

The redemption rights liabilities are recognised initially at the present value of the redemption amount and any changes resulting from the carrying amounts of redemption rights liabilities subsequent to the initial recognition are recognised in profit or loss as “Financial costs”.

(b) Other financial liability

The Group decides that IAS 32 take precedence when a non-controlling interest in any of the subsidiaries of the Group with a put option is granted to the non-controlling shareholders, meaning that the Company and the subsidiaries comprising the Group have the obligation to repurchase the equity interest held by the non-controlling shareholders. Hence, the equity interest in such circumstance is recognised as financial liabilities with no non-controlling interest being recognised. The amount of the financial liability is the present value of the exercise price to be paid to the non-controlling shareholders under the put option. Changes in the carrying amount of the financial liability are recognised in profit or loss as “Changes in the carrying amount of other financial liability”.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above.

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Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each of the Relevant Periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each of the Relevant Periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each of the Relevant Periods and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the Relevant Periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Collaboration revenue

In determining the appropriate amount of revenue to be recognised as the Group fulfils its obligations under each of the collaboration agreements, the management of the Company performs the five-step model under IFRS 15. The collaboration arrangements may contain more than one unit of account, or performance obligation, including grants of licences to intellectual property rights (the “Licences”), agreements to provide research and development services and other deliverables. The collaborative arrangements typically do not include a right of return for any deliverable. In general, the consideration allocated to each performance obligation is recognised when the respective obligation is satisfied either by delivering a good or rendering a service, limited to the consideration that is not constrained. Non-refundable payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as contract liabilities.

i. Licences of Intellectual Property (“IP”)

Upfront non-refundable payments for Licences are evaluated to determine if they are distinct from the other performance obligations identified in the arrangements. For Licences determined to be distinct, the Group recognises revenues from non-refundable up-front fees allocated to the Licences at a point in time, when the Licences are transferred to the licensee and the licensee is able to use and benefit from the Licences.

ii. Milestone Payments

Due to the inherent uncertainty in the approval process, regulatory milestone payments are fully constrained until the period in which those regulatory approvals are obtained. Regulatory milestone payments are included in the transaction price in the period the regulatory approval is obtained.

iii. Royalties

For arrangements that include sales-based royalties, including milestone payments based on the level of sales, and the Licences are deemed to be the predominant item to which the royalties relate, the Group recognises revenue at the later of (i) when the related sales occur, and (ii) when the performance obligation to which some or all of the royalties have been allocated has been satisfied (or partially satisfied).

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Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Group operates share award schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value of the share award is determined by an external valuer by using the back-solve method or the discounted cash flow method. Further details are included in note 31 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each of the Relevant Periods until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

Other employee benefits

Pension scheme

The employees of the entities in the Group which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. The entities in the Group are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

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Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Events after the Relevant Periods

If the Group receives information after the Relevant Periods, but prior to the date of authorisation for issue, about conditions that existed at the end of the Relevant Periods, it will assess whether the information affects the amounts that it recognises in its Historical Financial Information. The Group will adjust the amounts recognised in its Historical Financial Information to reflect any adjusting events after the Relevant Periods and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the Relevant Periods, the Group will not change the amounts recognised in its Historical Financial Information, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group’s Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

Going concern

In applying the going concern basis of accounting, the Directors exercised significant judgement in assessing the Group’s ability to continue as a going concern.

As disclosed in note 2.1 *Basis of preparation*, the Directors considered the facts and circumstances described therein and exercised significant judgement in assessing the Group’s ability to continue as a going concern, including whether the conditions that would reinstate the redemption features are expected to arise within twelve months from 30 April 2026 and whether management’s liquidity plans and available financial resources are sufficient to meet the Group’s obligations as they fall due.

Based on this assessment, the Directors concluded that the preparation of the Historical Financial Information on a going concern basis is appropriate.

Development expenses

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Determining the amounts of development costs to be capitalised requires the use of judgements and estimation.

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Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The Group has accumulated tax losses in the Chinese mainland of RMB806,208,000 and RMB1,018,528,000 and RMB1,108,864,000 as at 31 December 2024 and 2025 and 30 April 2026. These losses related to the Company and subsidiaries that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The Company and these subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the Relevant Periods, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each of the Relevant Periods. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations is undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

During the Relevant Periods, the Group is engaged in biopharmaceutical research and development, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group’s senior management for purposes of resource allocation and performance assessment. Therefore, no further operating segment analysis thereof is presented.

Geographical information

Since all of the Group’s non-current assets were located in the Chinese mainland, no geographical segment information in accordance with IFRS 8 Operating Segments is presented.

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5. OTHER INCOME

An analysis of other income is as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i> <i>(unaudited)</i>	<i>RMB’000</i>
Government grants	10,518	1,750	376	256
Bank interest income	1,559	155	99	21
Others	304	158	66	398
Total	<u>12,381</u>	<u>2,063</u>	<u>541</u>	<u>675</u>

Note: Government grants have been received from the PRC local government authorities to support the Group’s operating activities. There are no unfulfilled conditions relating to these government grants.

6. OTHER EXPENSES

An analysis of other expenses is as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i> <i>(unaudited)</i>	<i>RMB’000</i>
Write-down of inventories to net realisable value	978	20	—	89
Others	125	192	—	—
Total	<u>1,103</u>	<u>212</u>	<u>—</u>	<u>89</u>

7. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i> <i>(unaudited)</i>	<i>RMB’000</i>
Interest on bank borrowings.	718	1,213	275	692
Interest on loan from a shareholder .	4,509	9,881	3,003	3,002
Interest on redemption right liabilities (<i>note 27</i>)	84,891	91,624	29,494	31,984
Interest on lease liabilities (<i>note 15(c)</i>)	935	1,257	443	376
Total	<u>91,053</u>	<u>103,975</u>	<u>33,215</u>	<u>36,054</u>

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8. LOSS BEFORE TAX

The Group’s loss before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December		Four months ended 30 April	
		2024	2025	2025	2026
		RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Depreciation of property, plant and equipment	14	18,872	18,937	6,354	6,457
Depreciation of right-of-use assets	15	5,018	6,075	2,034	1,958
Amortisation of intangible assets*	16	110	138	38	62
[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
(Gain)/loss on disposal of property, plant and equipment		(155)	–	–	6
Lease payments in respect of low-value leases	15	82	76	18	49
Lease payments in respect of short-term leases	15	72	80	24	28
Impairment of financial assets included in prepayments, other receivables and other assets		111	192	(1)	(225)
Auditor’s remuneration		188	70	6	9
Employee benefit expenses (excluding directors’ and supervisors’ remuneration (note 9))					
– Wages and salaries		40,387	41,859	12,935	14,360
– Pension scheme contributions**		5,634	6,379	2,115	2,214
– Staff welfare expenses		742	726	179	330
– Share-based payments		541	8,955	108	5,395
Total		47,304	57,919	15,337	22,299

* The amortisation of intangible assets for the Relevant Periods and the four months ended 30 April 2025 is included in “Administrative expenses” and “Research and development expenses” in profit or loss.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

9. DIRECTORS’ AND SUPERVISORS’ REMUNERATION

Directors’ and supervisors’ remuneration as recorded during the Relevant Periods and the four months ended 30 April 2025 is set out below:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	RMB’000	RMB’000	RMB’000 (unaudited)	RMB’000
Fees	268	178	51	68
Other emoluments:				
Salaries, allowances and benefits in kind	2,652	2,658	770	756
Performance related bonuses	406	651	217	146
Pension scheme contributions	70	71	24	28
Share-based payments	(620)	3,924	24	2,318
Total	2,776	7,482	1,086	3,316

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During the Relevant Periods and the four months ended 30 April 2025, certain directors were granted share awards, in respect of their services to the Group, under the share awards scheme of the Company, further details of which are set out in note 31 to the Historical Financial Information. The fair value of such awards, which has been recognised in the profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for the Relevant Periods and the four months ended 30 April 2025 is included in the above directors’ remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors were as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Ms. He Dan.	50	50	17	17
Mr. Xie Heng	50	50	17	17
Mr. Peng Hui*	123	–	–	–
Mr. Pan Xilong**	45	50	17	17
Mr. Tseung Yat Ming***	–	28	–	17
Total	268	178	51	68

* Mr. Peng Hui was resigned as independent non-executive director on 4 February 2024.

** Mr. Pan Xilong was appointed as independent non-executive director on 4 February 2024.

*** Mr. Tseung Yat Ming was appointed as independent non-executive director on 23 May 2025.

There were no other emoluments payable to the independent non-executive directors during the Relevant Periods and the four months ended 30 April 2025.

(b) Executive directors, non-executive directors and supervisors

Year ended 31 December 2024

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive director:					
Mr. Peng Hongwei (note (a)) . . .	960	240	43	–	1,243
Ms. Feng Ling (note (b))	641	160	–	73	874
Ms. Li Rong (note (c))	264	–	–	(931)	(667)
Mr. Liang Guanjin (note (d)) . . .	671	–	15	–	686
Subtotal	2,536	400	58	(858)	2,136
Non-executive directors:					
Mr. Han Weiyue (note (e)).	–	–	–	238	238
Mr. Zhan Le (note (f))	–	–	–	–	–
Mr. Yang Jun (note (g))	–	–	–	–	–
Subtotal	–	–	–	238	238
Supervisors (note (h)):					
Mr. Xu Yi	–	–	–	–	–
Ms. Gao Wenjing	–	–	–	–	–
Ms. Li Yefang	116	6	12	–	134
Subtotal	116	6	12	–	134
Total	2,652	406	70	(620)	2,508

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Year ended 31 December 2025

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive directors:					
Mr. Peng Hongwei (<i>note (a)</i>) . . .	963	345	44	3,159	4,511
Ms. Feng Ling (<i>note (b)</i>)	456	213	–	137	806
Mr. Liang Guanjun (<i>note (d)</i>) . . .	582	76	15	628	1,301
Subtotal	2,001	634	59	3,924	6,618
Non-executive directors:					
Mr. Han Weiyue (<i>note (e)</i>)	–	–	–	–	–
Mr. Zhan Le (<i>note (f)</i>)	–	–	–	–	–
Mr. Tang Xianbing (<i>note (i)</i>) . . .	539	–	–	–	539
Mr. Li Kun (<i>note (i)</i>)	–	–	–	–	–
Subtotal	539	–	–	–	539
Supervisors (<i>note (h)</i>):					
Mr. Xu Yi	–	–	–	–	–
Ms. Gao Wenjing	–	–	–	–	–
Ms. Li Yefang	118	17	12	–	147
Subtotal	118	17	12	–	147
Total	2,658	651	71	3,924	7,304

Four months ended 30 April 2025

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total
	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)	RMB'000 (unaudited)
Executive directors:					
Mr. Peng Hongwei (<i>note (a)</i>) . . .	323	115	15	–	453
Ms. Feng Ling (<i>note (b)</i>)	214	71	–	24	309
Mr. Liang Guanjun (<i>note (d)</i>) . . .	194	25	5	–	224
Subtotal	731	211	20	24	986
Non-executive directors:					
Mr. Han Weiyue (<i>note (e)</i>)	–	–	–	–	–
Mr. Zhan Le (<i>note (f)</i>)	–	–	–	–	–
Mr. Yang Jun (<i>note (g)</i>)	–	–	–	–	–
Subtotal	–	–	–	–	–
Supervisors (<i>note (h)</i>):					
Mr. Xu Yi	–	–	–	–	–
Ms. Gao Wenjing	–	–	–	–	–
Ms. Li Yefang	39	6	4	–	49
Subtotal	39	6	4	–	49
Total	770	217	24	24	1,035

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Four months ended 30 April 2026

	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Share-based payment expenses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive director:					
Mr. Peng Hongwei (<i>note (a)</i>) . .	323	115	15	1,934	2,387
Mr. Liang Guanjun (<i>note (d)</i>) . .	194	25	5	384	608
Subtotal	517	140	20	2,318	2,995
Non-executive directors:					
Mr. Han Weiyue (<i>note (e)</i>)	—	—	—	—	—
Mr. Zhan Le (<i>note (f)</i>)	—	—	—	—	—
Mr. Tang Xianbing (<i>note (i)</i>) . . .	200	—	4	—	204
Mr. Li Kun (<i>note (i)</i>)	—	—	—	—	—
Subtotal	200	—	4	—	204
Supervisors (<i>note (h)</i>):					
Mr. Xu Yi	—	—	—	—	—
Ms. Gao Wenjing	—	—	—	—	—
Ms. Li Yefang	39	6	4	—	49
Subtotal	39	6	4	—	49
Total	756	146	28	2,318	3,248

There was no arrangement under which a director waived or agreed to waive any remuneration during the Relevant Periods and the four months ended 30 April 2025.

Notes:

- (a) Mr. Peng Hongwei was appointed as an executive director and chief executive of the Company on 20 September 2018.
- (b) Ms. Feng Ling was appointed as a director of the Company on 10 March 2022 and re-designated as an executive director on 9 June 2025 and resigned on 1 December 2025 to focus on family matters.
- (c) Ms. Li Rong was appointed as an executive director of the Company on 18 November 2022 and resigned on 27 May 2024 due to personal work arrangement.
- (d) Mr. Liang Guanjun was appointed as an executive director of the Company on 28 June 2024.
- (e) Mr. Han Weiyue was appointed as a non-executive director of the Company on 11 November 2022 and resigned on 9 June 2025 to facilitate the adjustment of the Board’s composition in compliance with the requirements of the Listing Rules.
- (f) Ms. Zhan Le was appointed as a non-executive director of the Company on 16 November 2023.
- (g) Mr. Yang Jun was appointed as a non-executive director of the Company on 29 June 2023 and resigned on 1 December 2025 based on shareholder’s nomination decision.
- (h) Mr. Xu Yi, Ms. Gao Wenjing and Ms. Li Yefang were appointed as supervisors of the Company on 18 November 2022.
- (i) Mr. Tang Xianbing and Mr. Li Kun were appointed as non-executive directors on 16 December 2025.

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during each of the Relevant Periods and the four months ended 30 April 2025 included two directors, details of whose remuneration are set out in note 9 above. Details of the remuneration for the remaining three non-director, highest paid employees during the Relevant Periods and the four months ended 30 April 2025 are as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Salaries, allowances and benefits in kind	2,554	2,138	713	802
Performance related bonuses	678	383	179	182
Pension scheme contributions	82	15	5	5
Share-based payments expenses	300	990	393	98
Total	<u>3,614</u>	<u>3,526</u>	<u>1,290</u>	<u>1,087</u>

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
			<i>(unaudited)</i>	
	<i>Numbers of employees</i>			
Nil to HK HK\$1,000,000	–	–	3	3
HK\$1,000,001 to HK\$1,500,000	3	3	–	–
Total	<u>3</u>	<u>3</u>	<u>3</u>	<u>3</u>

During the Relevant Periods and the four months ended 30 April 2025, share awards were granted to a non-director highest paid employee in respect of the services provided to the Group, further details of which are included in the disclosures in note 31 to the Historical Financial Information. The fair value of such share awards which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for the Relevant Periods and the four months ended 30 April 2025 is included in the above non-director highest paid employees’ remuneration disclosures.

11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Chinese mainland

The provision for corporate income tax in the Chinese mainland is based on the statutory rate of 25% of the taxable profits determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on January 1, 2008, except for the Company and certain subsidiaries which are granted tax concession and are taxed at preferential tax rates.

Shanghai Jingze, Chengdu Jingze and the Company, which were qualified as a High and New Technology Enterprise enjoyed a preferential income tax rate of 15%. Chengdu Jingrunze was qualified as small low-profit enterprises, enjoyed a preferential income tax rate of 20% since 2023.

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The income tax expense/(credit) of the Group for the Relevant Periods and the four months ended 30 April 2025 is analysed as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Current income tax	–	–	–	–
Deferred income tax	12	(12)	(19)	(7)
Total tax charge/(credit) for the year/period	12	(12)	(19)	(7)

A reconciliation of the expected income tax calculated at the statutory tax rate and loss before tax to the actual income tax at the effective tax rate is as follows:

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Loss before tax	(242,731)	(270,384)	(82,227)	(89,329)
Tax charge at the statutory tax rate of 25%	(60,683)	(67,596)	(20,557)	(22,332)
Effect of different tax rates enacted by local authorities	20,832	19,538	7,243	8,269
Additional deductible allowance for qualified research and development expenses	(13,776)	(14,612)	(3,906)	(3,781)
Deductible temporary difference not recognised	5,406	9,750	1,363	3,567
Expenses not deductible for tax . . .	13,405	13,956	4,502	5,028
Tax losses not recognised	32,153	36,170	10,883	8,446
Deemed income subject to tax	2,675	2,782	453	796
Tax charge/(credit) at the Group’s effective tax rate	12	(12)	(19)	(7)

The Group has accumulated tax losses in the Chinese mainland of RMB806,208,000 and RMB1,018,528,000 and RMB1,108,864,000 as at 31 December 2024 and 2025 and 30 April 2026, respectively, which will expire in two to ten years to offset against future taxable profits of the companies in which losses were incurred.

Deferred tax assets have not been recognised in respect of tax losses and deductible temporary differences as they have arisen in the Company and subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits in foreseeable future will be available against which the tax losses can be utilised.

Deferred tax assets have not been recognised in respect of the following items:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Tax losses	806,208	1,018,528	1,108,864
Deductible temporary differences	70,250	152,281	173,542
	876,458	1,170,809	1,282,406

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12. DIVIDENDS

No dividend was paid or declared by the Company during the Relevant Periods and the four months ended 30 April 2025.

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic loss per share amounts is based on the loss attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares outstanding during each of the years ended 31 December 2024 and 2025 and the four months ended 30 April 2025 and 2026 of 49,411,765 and 60,571,155, and 60,000,000 and 62,128,843, respectively.

No adjustment has been made to the basic loss per share amounts presented for each of the years ended 31 December 2024 and 2025 and the four months ended 30 April 2025 and 2026 in respect of a dilution as the impact of the derecognition of the redemption rights liabilities arising from the Series A, Series C and Series C+ financings had an anti-dilutive effect on the basic loss per share amounts presented.

14. PROPERTY, PLANT AND EQUIPMENT

The Group

	Buildings	Office equipment	Plant and machinery	Electrical equipment	Transportation equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2024								
At 1 January 2024								
Cost	89,533	3,004	110,586	16,501	267	5,882	–	225,773
Accumulated depreciation	(4,930)	(979)	(31,938)	(12,020)	(153)	(1,691)	–	(51,711)
Net carrying amount	<u>84,603</u>	<u>2,025</u>	<u>78,648</u>	<u>4,481</u>	<u>114</u>	<u>4,191</u>	<u>–</u>	<u>174,062</u>
At 1 January 2024, net of accumulated depreciation	84,603	2,025	78,648	4,481	114	4,191	–	174,062
Additions	–	257	879	187	–	3,320	2,852	7,495
Depreciation provided during the year	(4,254)	(474)	(10,907)	(1,882)	(64)	(1,291)	–	(18,872)
Disposals	–	–	(189)	(10)	–	–	–	(199)
At 31 December 2024	<u>80,349</u>	<u>1,808</u>	<u>68,431</u>	<u>2,776</u>	<u>50</u>	<u>6,220</u>	<u>2,852</u>	<u>162,486</u>
At 31 December 2024:								
Cost	89,533	3,261	110,877	16,620	267	9,202	2,852	232,612
Accumulated depreciation	(9,184)	(1,453)	(42,446)	(13,844)	(217)	(2,982)	–	(70,126)
Net carrying amount	<u>80,349</u>	<u>1,808</u>	<u>68,431</u>	<u>2,776</u>	<u>50</u>	<u>6,220</u>	<u>2,852</u>	<u>162,486</u>

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	Buildings	Office equipment	Plant and machinery	Electrical equipment	Transportation equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2025								
At 1 January 2025								
Cost	89,533	3,261	110,877	16,620	267	9,202	2,852	232,612
Accumulated depreciation	(9,184)	(1,453)	(42,446)	(13,844)	(217)	(2,982)	–	(70,126)
Net carrying amount	<u>80,349</u>	<u>1,808</u>	<u>68,431</u>	<u>2,776</u>	<u>50</u>	<u>6,220</u>	<u>2,852</u>	<u>162,486</u>
At 1 January 2025, net of accumulated depreciation	80,349	1,808	68,431	2,776	50	6,220	2,852	162,486
Additions	–	671	5,649	108	–	–	43,104	49,532
Transfers	–	–	–	–	–	2,003	(2,003)	–
Depreciation provided during the year	(4,255)	(741)	(10,972)	(1,041)	(37)	(1,891)	–	(18,937)
Disposals	–	(12)	(5)	(8)	–	–	–	(25)
At 31 December 2025	<u>76,094</u>	<u>1,726</u>	<u>63,103</u>	<u>1,835</u>	<u>13</u>	<u>6,332</u>	<u>43,953</u>	<u>193,056</u>
At 31 December 2025								
Cost	89,533	3,920	116,521	16,720	267	11,205	43,953	282,119
Accumulated depreciation	(13,439)	(2,194)	(53,418)	(14,885)	(254)	(4,873)	–	(89,063)
Net carrying amount	<u>76,094</u>	<u>1,726</u>	<u>63,103</u>	<u>1,835</u>	<u>13</u>	<u>6,332</u>	<u>43,953</u>	<u>193,056</u>
	Buildings	Office equipment	Plant and machinery	Electrical equipment	Transportation equipment	Leasehold improvements	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
30 April 2026								
At 1 January 2026:								
Cost	89,533	3,920	116,521	16,720	267	11,205	43,953	282,119
Accumulated depreciation	(13,439)	(2,194)	(53,418)	(14,885)	(254)	(4,873)	–	(89,063)
Net carrying amount	<u>76,094</u>	<u>1,726</u>	<u>63,103</u>	<u>1,835</u>	<u>13</u>	<u>6,332</u>	<u>43,953</u>	<u>193,056</u>
At 1 January 2026, net of accumulated depreciation	76,094	1,726	63,103	1,835	13	6,332	43,953	193,056
Additions	–	417	9,435	525	–	–	6,372	16,749
Transfers	–	–	–	–	–	35,675	(35,675)	–
Depreciation provided during the period	(1,418)	(178)	(3,558)	(294)	–	(1,009)	–	(6,457)
Disposals	–	–	–	(6)	–	–	–	(6)
At 30 April 2026, net of accumulated depreciation	<u>74,676</u>	<u>1,965</u>	<u>68,980</u>	<u>2,060</u>	<u>13</u>	<u>40,998</u>	<u>14,650</u>	<u>203,342</u>
At 30 April 2026:								
Cost	89,533	4,337	125,956	17,137	267	46,880	14,650	298,760
Accumulated depreciation	(14,857)	(2,372)	(56,976)	(15,077)	(254)	(5,882)	–	(95,418)
Net carrying amount	<u>74,676</u>	<u>1,965</u>	<u>68,980</u>	<u>2,060</u>	<u>13</u>	<u>40,998</u>	<u>14,650</u>	<u>203,342</u>

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The Group’s buildings are situated in the Chinese mainland.

At 31 December 2024 and 2025 and 30 April 2026, certain of the Group’s property, plant and equipment with net carrying amounts of approximately RMB127,427,000, RMB105,524,000 and RMB102,620,000, were pledged for financing guarantee and to secure loan from a shareholder (note 23), respectively.

The directors of the Company believe that there were no indicators of impairment.

The Company

	Plant and machinery	Electrical equipment	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2024				
At 1 January 2024				
Cost	3,137	1,220	303	4,660
Accumulated depreciation	(476)	(453)	–	(929)
Net carrying amount	<u>2,661</u>	<u>767</u>	<u>303</u>	<u>3,731</u>
At 1 January 2024, net of accumulated depreciation	2,661	767	303	3,731
Additions	151	11	–	162
Depreciation provided during the year . . .	(310)	(290)	(182)	(782)
At 31 December 2024	<u>2,502</u>	<u>488</u>	<u>121</u>	<u>3,111</u>
At 31 December 2024:				
Cost	3,288	1,231	303	4,822
Accumulated depreciation	(786)	(743)	(182)	(1,711)
Net carrying amount	<u>2,502</u>	<u>488</u>	<u>121</u>	<u>3,111</u>
31 December 2025				
At 1 January 2025				
Cost	3,288	1,231	303	4,822
Accumulated depreciation	(786)	(743)	(182)	(1,711)
Net carrying amount	<u>2,502</u>	<u>488</u>	<u>121</u>	<u>3,111</u>
At 1 January 2025, net of accumulated depreciation	2,502	488	121	3,111
Depreciation provided during the year . . .	(312)	(293)	(44)	(649)
At 31 December 2025	<u>2,190</u>	<u>195</u>	<u>77</u>	<u>2,462</u>
At 31 December 2025:				
Cost	3,288	1,231	303	4,822
Accumulated depreciation	(1,098)	(1,036)	(226)	(2,360)
Net carrying amount	<u>2,190</u>	<u>195</u>	<u>77</u>	<u>2,462</u>
30 April 2026				
At 1 January 2026:				
Cost	3,288	1,231	303	4,822
Accumulated depreciation	(1,098)	(1,036)	(226)	(2,360)
Net carrying amount	<u>2,190</u>	<u>195</u>	<u>77</u>	<u>2,462</u>
At 1 January 2026, net of accumulated depreciation	2,190	195	77	2,462
Depreciation provided during the period . .	(104)	(94)	(15)	(213)
At 30 April 2026, net of accumulated depreciation	<u>2,086</u>	<u>101</u>	<u>62</u>	<u>2,249</u>
At 30 April 2026:				
Cost	3,288	1,231	303	4,822
Accumulated depreciation	(1,202)	(1,130)	(241)	(2,573)
Net carrying amount	<u>2,086</u>	<u>101</u>	<u>62</u>	<u>2,249</u>

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15. LEASES

The Group as a lessee

The Group has lease contracts for various items of land use rights, buildings, office and equipment. Lump sum payments were made upfront to secure land use rights for 20 years from the owners, with no ongoing lease payments required. Leases of buildings, office and equipment generally have lease terms between 2 and 10 years.

(a) *Right-of-use assets*

The carrying amounts of right-of-use assets and the movements during the Relevant Periods are as follows:

	Buildings, office and equipment	Land use rights	Total
	RMB'000	RMB'000	RMB'000
At 1 January 2024	17,988	14,960	32,948
Additions	19,981	–	19,981
Termination of lease contracts	(951)	–	(951)
Lease change remeasurement	18	–	18
Depreciation charge	(4,067)	(951)	(5,018)
At 31 December 2024	32,969	14,009	46,978
At 1 January 2025	32,969	14,009	46,978
Additions	251	–	251
Termination of lease contracts	(483)	–	(483)
Depreciation charge	(5,124)	(951)	(6,075)
At 31 December 2025	27,613	13,058	40,671
At 1 January 2026	27,613	13,058	40,671
Depreciation charge	(1,642)	(316)	(1,958)
At 30 April 2026	25,971	12,742	38,713

The directors of the Company believe that there were no indicators of impairment.

(b) *Lease liabilities*

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January	19,027	34,541	29,353
Additions	19,981	251	–
Termination of lease contracts	(944)	(483)	–
Lease change remeasurement	18	–	–
Accretion of interest recognised during the year/period	935	1,257	376
Lease payment	(4,476)	(6,213)	(93)
Reclassified to other payable	–	–	(2,514)
Carrying amount at 31 December	34,541	29,353	27,122
Analysed into:			
Within one year	4,775	4,816	4,890
In the second year	4,606	4,989	5,076
In the third to fifth years, inclusive	15,114	12,086	10,740
Beyond five years	10,046	7,462	6,416
Total	34,541	29,353	27,122

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(c) The amounts recognised in profit or loss in relation to leases are as follows:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Lease payments in respect of short-term leases . .	72	80	28
Lease payments in respect of low-value leases . .	82	76	49
Interest on lease liabilities	935	1,257	376
Depreciation charge of right-of-use assets	5,018	6,075	1,958
Total amount recognised in profit or loss	6,107	7,488	2,411

16. OTHER INTANGIBLE ASSETS

The Group

	Patents	Software	Total
	RMB'000	RMB'000	RMB'000
31 December 2024			
At 1 January 2024			
Cost	1,056	492	1,548
Accumulated amortisation	(102)	(95)	(197)
Net carrying amount	954	397	1,351
At 1 January 2024, net of accumulated amortisation . .	954	397	1,351
Additions	–	51	51
Amortisation provided during the year	(59)	(51)	(110)
At 31 December 2024, net of accumulated amortisation.	895	397	1,292
At 31 December 2024			
Cost	1,056	543	1,599
Accumulated amortisation	(161)	(146)	(307)
Net carrying amount	895	397	1,292
31 December 2025			
At 1 January 2025			
Cost	1,056	543	1,599
Accumulated amortisation	(161)	(146)	(307)
Net carrying amount	895	397	1,292
At 1 January 2025, net of accumulated amortisation . .	895	397	1,292
Additions	–	743	743
Amortisation provided during the year	(59)	(79)	(138)
At 31 December 2025, net of accumulated amortisation.	836	1,061	1,897
At 31 December 2025			
Cost	1,056	1,286	2,342
Accumulated amortisation	(220)	(225)	(445)
Net carrying amount	836	1,061	1,897

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	Patents	Software	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
30 April 2026			
At 1 January 2026:			
Cost	1,056	1,286	2,342
Accumulated depreciation	(220)	(225)	(445)
Net carrying amount	<u>836</u>	<u>1,061</u>	<u>1,897</u>
At 1 January 2026, net of accumulated depreciation . . .	836	1,061	1,897
Amortisation provided during the period	(20)	(42)	(62)
At 30 April 2026, net of accumulated depreciation . . .	<u>816</u>	<u>1,019</u>	<u>1,835</u>
At 30 April 2026:			
Cost	1,056	1,286	2,342
Accumulated depreciation	(240)	(267)	(507)
Net carrying amount	<u>816</u>	<u>1,019</u>	<u>1,835</u>

The directors of the Company believe that there were no indicators of impairment.

17. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current:			
Deductible value-added tax input	7,451	13,923	16,188
Prepayments for property, plant and equipment	26,829	9,377	5,040
Rental deposits	<u>1,032</u>	<u>1,020</u>	<u>1,020</u>
Less: impairment	(863)	(917)	(917)
Total	<u>34,449</u>	<u>23,403</u>	<u>21,331</u>
Current:			
Deferred [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Prepayment of R&D fees	2,549	2,438	1,860
Other prepayments	1,342	2,335	2,538
Other receivables	684	355	31
Prepayment of raw materials	<u>290</u>	<u>244</u>	<u>215</u>
Total	<u>6,033</u>	<u>8,757</u>	<u>8,288</u>

The Company

	As at 31 December		As at 30 April
	2024	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current:			
Deductible value-added tax input	2,078	2,964	3,121
Rental deposits	<u>61</u>	<u>43</u>	<u>43</u>
Less: impairment	(47)	(31)	(31)
Total	<u>2,092</u>	<u>2,976</u>	<u>3,133</u>

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	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Current:			
Deferred [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other prepayments	107	606	352
Prepayment of R&D fees	152	152	152
Prepayment of raw materials	59	57	57
Other receivables	76	6	–
Total	<u>1,562</u>	<u>4,206</u>	<u>4,205</u>

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Long ageing balances are reviewed regularly by senior management. In view of the fact that the Group’s deposits and other receivables related to diversified counterparties, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its prepayments and other receivable balances.

Other receivables had no historical default. The financial assets included in the above balances relating to receivables were categorised in stage 1 at the end of each of the Relevant Periods. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the Relevant Periods, the Group estimated that the expected credit loss rate for other receivables was minimal.

18. INVENTORIES

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Raw materials	<u>4,942</u>	<u>5,350</u>	<u>5,502</u>
Less: write-down of inventories to net realisable value	<u>(1,538)</u>	<u>(1,149)</u>	<u>(1,074)</u>
Total	<u>3,404</u>	<u>4,201</u>	<u>4,428</u>

The Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Raw materials	<u>426</u>	<u>569</u>	<u>901</u>

19. CASH AND BANK BALANCES AND RESTRICTED BANK BALANCES

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Cash and bank balances	68,586	41,500	81,055
Restricted bank deposits	<u>2,344</u>	<u>–</u>	<u>–</u>
Total	<u>70,930</u>	<u>41,500</u>	<u>81,055</u>
Denominated in			
RMB	<u>70,930</u>	<u>41,500</u>	<u>81,055</u>

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The Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Cash and bank balances	1,405	23,824	58,795
Restricted bank deposits	2,344	—	—
Total	<u>3,749</u>	<u>23,824</u>	<u>58,795</u>
Denominated in:			
RMB	<u>3,749</u>	<u>23,824</u>	<u>58,795</u>

The RMB is not freely convertible into other currencies, however, under the Chinese mainland’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted bank balances are deposited with creditworthy banks with no recent history of default.

20. TRADE PAYABLES

The Group

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Within 1 years	21,080	28,772	30,159
1 to 5 years	4,885	6,047	4,911
Over 5 years	4,200	4,338	4,338
Total	<u>30,165</u>	<u>39,157</u>	<u>39,408</u>

The trade payables are non-interest-bearing and are normally settled on terms of one to three months.

The Company

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Within 1 years	368	16	16
1 to 5 years	21	21	21
Total	<u>389</u>	<u>37</u>	<u>37</u>

The trade payables are non-interest-bearing and are normally settled on terms of one to three months.

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21. OTHER PAYABLES AND ACCRUALS

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Non-current:			
Conditional government grants	12,000	13,000	13,000
Current:			
Payables for property, plant and equipment and overdue lease payable	9,284	27,095	37,556
Payroll payable	10,132	8,011	9,184
Accrued [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other payables	1,457	1,272	1,298
Other tax payables	481	697	951
Total	28,366	42,073	54,260

The Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Non-current:			
Conditional government grants	12,000	13,000	13,000
Current:			
Accrued [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Payroll payable	2,106	2,081	2,335
Other tax payables	185	227	186
Other payables	64	44	122
Payables for property, plant and equipment	27	–	–
Total	9,394	7,350	7,914

Other payables are interest-free and have no fixed terms of settlement.

22. CONTRACT LIABILITIES

The Group and the Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Advances from customers			
– non-current: Licensing of IP	4,717	4,717	4,717

In August 2024, the Group entered into an exclusive licence agreement (the “Agreement”) with Nanjing King-Friend Biochemical Pharmaceutical Co., Ltd. (“Nanjing King-Friend”), to commercialise JZB33 (the “Product”), namely Recombinant Human Follitropin Alfa Solution for Injection, an ovulation stimulation drug for the use in assisted reproduction cycles (the “Field”) in the U.S. (the “Territory”). Pursuant to the Agreement, Nanjing King-Friend is responsible, at its own costs and expense, for the clinical development, regulatory activities and commercialisation of the Product in the Field and the Territory and will become the market authorisation holder of JZB33 in the Field and in the Territory upon obtaining regulatory approval. Under the Agreement, the Group is entitled to receive upfront, milestone and royalty payments. In September 2024, Nanjing King-Friend paid the Group a one-time upfront payment of RMB5,000,000 (including value-added tax, “VAT”). The Group will recognise revenue of RMB4,717,000 (excluding VAT) upon completion of the grant of an exclusive and royalty-bearing licence covering the know-how and patents relating to the Product in the Field and the Territory to Nanjing King-Friend. Such grant is not expected to be completed within twelve months from 30 April 2026.

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23. LOAN FROM A SHAREHOLDER

The Group and the Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Principal amount	112,710	112,710	112,710
Interest accruals	4,509	5,373	8,376
	<u>117,219</u>	<u>118,083</u>	<u>121,086</u>
Total	<u>117,219</u>	<u>118,083</u>	<u>121,086</u>
Analysed into:			
Current	–	–	8,376
Non-current	117,219	118,083	112,710
Total	<u>117,219</u>	<u>118,083</u>	<u>121,086</u>

As further discussed in note 28 to the Historical Financial Information, in May 2024, the Company acquired 20.1% equity interests held by Chengdu Jiulian Investment Group Co., Ltd. (“Chengdu Jiulian”) in Chengdu Jingze for a total consideration of RMB225,421,000 based on the appraised fair value of the equity interests of Chengdu Jingze. 50% of consideration was settled by the issuance of 1,344,785 ordinary shares of the Company to Chengdu Jiulian under the Series C+ Financing, and the balance of RMB112,710,000 is payable in cash by the following instalments:

Maturity	RMB'000
2027	16,000
2028	42,000
2029	54,710
Total	<u>112,710</u>

Accordingly, the Company recognised a non-trade loan from a shareholder which bears simple interest at 8% per annum and is secured by mortgages over certain of the Group’s property, plant and equipment. The aggregate carrying amount of the pledged assets was approximately RMB127,427,000, RMB105,524,000 and RMB102,620,000 at 31 December 2024 and 2025 and 30 April 2026, respectively.

24. INTEREST-BEARING BANK BORROWINGS

The Group

	Notes	As at 31 December 2024			As at 31 December 2025			As at 30 April 2026		
		Effective Interest rate (%)	Maturity	RMB'000	Effective Interest rate (%)	Maturity	RMB'000	Effective Interest rate (%)	Maturity	RMB'000
Current										
Secured bank borrowings	(a)	3.45-3.65	2025	9,610	2.80	2026	5,000	2.90	2027-2026-	25,400
Unsecured bank borrowings		3.35-3.50	2025	5,205	3.00-3.50	2026	39,621	2.50-3.50	2027	66,342
Total – current				<u>14,815</u>			<u>44,621</u>			<u>91,742</u>
Non-current										
Secured bank borrowings	(a)	–	–	–	2.90	2027	9,700	2.50-2.90	2027-	19,500
Unsecured bank borrowings		3.00	2026	9,800	3.00	2027	1,850	–	–	–
Total – non-current				<u>9,800</u>			<u>11,550</u>			<u>19,500</u>
Total				<u>24,615</u>			<u>56,171</u>			<u>111,242</u>

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	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Analysed into:			
Bank borrowings:			
Within one year	14,815	44,621	91,742
In the second year	9,800	11,550	9,900
In the third year	—	—	9,600
Total	24,615	56,171	111,242

The Company

	As at 31 December 2024			As at 31 December 2025			As at 30 April 2026		
	Effective Interest rate (%)	Maturity	RMB'000	Effective Interest rate (%)	Maturity	RMB'000	Effective Interest rate (%)	Maturity	RMB'000
Current									
Bank loans									
Unsecured bank borrowings	3.35-3.50	2025	5,005	3.00-3.50	2026	24,621	2.50-3.50	2026-2027	51,542
Non-current									
Unsecured bank borrowings	—	—	—	3.00	2027	1,850	—	—	—
Total			5,005			26,471			51,542

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Analysed into:			
Bank borrowings repayable:			
Within one year	5,005	24,621	51,542
In the second year	—	1,850	—
Total	5,005	26,471	51,542

Notes:

- (a) Certain of the Group’s bank borrowings are secured against patent No. 2015101144781 held by Chengdu Jingze.
- (b) All bank and other borrowings are denominated in RMB.

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25. DEFERRED INCOME

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Government grants*			
At beginning of year/period	5,499	5,419	9,793
Government grants received	1,240	5,300	–
Charged to profit or loss	(1,320)	(926)	(142)
At end of year/period	<u>5,419</u>	<u>9,793</u>	<u>9,651</u>

* The Group’s deferred income represented government grants received for projects and are credited to profit or loss on a straight-line basis over the expected lives of the related assets or recognised as income on a systematic basis over the periods that the costs, which they are intended to compensate, are expensed.

26. DEFERRED TAX

The Group

The movements in deferred tax liabilities and assets during the Relevant Periods are as follows:

Deferred tax liabilities

	Right-of-use assets
	RMB'000
As at 1 January 2024	2,461
Deferred tax debited to profit or loss during the year	<u>2,296</u>
As at 31 December 2024	<u>4,757</u>
As at 1 January 2025	4,757
Deferred tax credited to profit or loss during the year	<u>(615)</u>
As at 31 December 2025	<u>4,142</u>
As at 1 January 2026	4,142
Deferred tax credited to profit or loss during the period	<u>(246)</u>
As at 30 April 2026	<u>3,896</u>

Deferred tax assets

	Leases liabilities
	RMB'000
As at 1 January 2024	2,453
Deferred tax credited to profit or loss during the year	<u>2,284</u>
As at 31 December 2024	<u>4,737</u>
As at 1 January 2025	4,737
Deferred tax debited to profit or loss during the year	<u>(603)</u>
As at 31 December 2025	<u>4,134</u>
As at 1 January 2026	4,134
Deferred tax debited to profit or loss during the period	<u>(239)</u>
As at 30 April 2026	<u>3,895</u>

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For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Net deferred tax liabilities recognised in the consolidated statement of financial position. . .	20	8	1
	<u> </u>	<u> </u>	<u> </u>

27. REDEMPTION RIGHT LIABILITIES

From October 2018 to January 2026, the Company had received several rounds of investments as follows:

Series Pre-A Financing:

In October 2018, the Company, its then shareholders and an independent investor (the “Series Pre-A Investor”) entered into a capital increase agreement and a supplemental agreement, pursuant to which the Series Pre-A Investor agreed to subscribe for the increased registered capital of RMB2,940,000 of the Company at a consideration of RMB30,000,000 without redemption features.

Series A Financing:

In November 2018, the Company, its then shareholders and an independent investor (the “Series A Investor”) entered into a capital increase agreement and a supplemental agreement, pursuant to which the Series A Investor agreed to subscribe for the increased registered capital of RMB931,000 of the Company at a consideration of RMB19,000,000.

Series B Financing:

In December 2018 to April 2021, the Company, its then shareholders and certain independent investors (the “Series B Investors”) entered into a capital increase agreement and a supplemental agreement, pursuant to which the Series B Investors agreed to subscribe for the increased registered capital of RMB1,425,764 of the Company at a consideration of RMB50,000,000 and were granted the redemption rights by the founder, Mr. Peng Hongwei.

Series B+ Financing:

In November 2020 and December 2020, the Company, its then shareholders and and certain independent investors (the “Series B+ Investors”) entered into a capital increase agreement and a supplemental agreement, pursuant to which the Series B+ Investors agreed to subscribe for the increased registered capital of RMB2,740,458 of the Company at a consideration of RMB96,104,914 and were granted the redemption rights by the founder, Mr. Peng Hongwei.

Series C Financing:

In June 2021 and September 2021, the Company, its then shareholders, and certain independent investors (the “Series C Investors”) entered into capital increase agreements, pursuant to which the investors agreed to subscribe for the increased registered capital of approximately RMB3,837,702 of the Company at a total consideration of RMB240,000,000.

2021-2022 Equity transfers:

During November 2021 to July 2022, the Company’s then shareholder Hunan Jingfeng Pharmaceutical Co., Ltd. and Shanghai Kangjing Equity Investment Fund Partnership Enterprise (Limited Partnership) transfer the equity of the Company with registered capital of RMB6,595,168 to certain independent investors (“Equity Transfers Investors”) for a total consideration of RMB372,661,000 with certain special rights granted to the investors by the Company.

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Series C+ Financing:

During January 2023 to February 2024, the Company, its then shareholders and certain independent investors entered into capital increase agreements, pursuant to which the aforesaid investors agreed to subscribe for 4,552,053 newly issued shares of the Company at a total consideration of RMB379,250,000.

In May 2024, the Company and Chengdu Jiulian together with aforesaid investors (collectively, the “Series C+ Investors”) entered into a capital increase agreement, pursuant to which Chengdu Jiulian agreed to subscribe for 1,344,785 newly-issued shares of the Company at a consideration of the debt equivalent to RMB112,711,000 held by Chengdu Jiulian against the Company (as a result of transferring its equity interests in Chengdu Jingze to the Company, further details of which are set out in note 28 to the Historical Financial Information).

During August 2025 to September 2025, the Company, its then shareholders and certain independent investors entered into capital increase agreements, pursuant to which the aforesaid investors agreed to subscribe for 1,687,861 newly issued shares of the Company at a total consideration of RMB86,980,000.

In January 2026, the Company, its then shareholders and a certain independent investor entered into capital increase agreements, pursuant to which the aforesaid investors agreed to subscribe for 523,939 newly issued shares of the Company at a total consideration of RMB27,000,000.

Redemption features

Upon occurrence of the following events, the Company’s Shares (the “Shares”) shall be redeemable by the Company at the option of the Series A Investor: (a) The Company failed to complete the industrial and commercial registration procedures for capital increase of the investor in accordance with the said capital increase agreement; (b) The investor has invested for more than 4 years (from March 2018) and has no exit route; (c) The representations and warranties regarding corporate information (including registered capital, corporate structure, lists of intellectual properties, etc.) made by the Company and the ultimate controller are untrue, inaccurate, incomplete or misleading; (d) The ultimate controller no longer holds the original position in the Company, directly or indirectly transfers the equity of the target company without the consent of the investor, resulting in the loss of the ultimate controller status; (e) The ultimate controller violates the ultimate controller commitment signed with the investor; (f) The ultimate controller conceals its related parties and uses its related parties to conduct transactions or guarantees that are detrimental to the interests of the target company; (g) The ultimate controller and the Company have major integrity problems that harm the interests of the Company, including but not limited to the Company’s large off-book cash sales revenue that the investor is not aware of or the ultimate controller’s occupation of the Company’s funds; (h) Substantial transfer of ownership or such potential risk exists in the Company’s equity held by the ultimate controller due to the exercise of pledge rights and other reasons; (i) The Company’s shareholders transfer the Company’s property in any form, including cash, current assets, fixed assets and intangible assets; (j) The ultimate controller violates the relevant provisions of this Agreement on related party transactions and conducts related party transactions with the Company; (k) The Company suffers from other major illegal or adverse circumstances that damage the legitimate rights and interests of the investor; (l) The effective assets of the Company (including land, property or equipment) are no longer held by the Company due to auction due to mortgage or such potential risk exists, and no effective measures are taken within a reasonable time (no more than three months) to solve the significant impact on the Company; (m) The production, operation and business scope of the target company are substantially adjusted and cannot be approved by the shareholders’ meeting.

Upon occurrence of the following events, the Shares shall be redeemable by the Company at the option of the Series C Investors and Equity Transfer Investors: (a) The Company did not have accumulatively more than two drugs that have entered or completed Phase III clinical trials or one drug that have obtained NDA acceptance before 31 December 2022; (b) The Company fails to submit a qualified [REDACTED] application to recognised mainstream capital markets such as A-shares, Hong Kong stocks, or US stocks before 31 December 2023; (c) The Company fails to achieve a qualified [REDACTED] or qualified overall sale of the Company before 31 December 2025; (d) The Company or any of its wholly-owned or holding subsidiaries is ineligible for an [REDACTED] that is qualified before 31 December 2025 due to serious business and/or regulatory violations, or any material breach of contract with any third party; (e) A material breach of the terms of the Transaction Documents (as defined in the said capital increase agreement) by the Company and/or the Founding Shareholders (as defined in the said capital increase agreement) has occurred and has not been remedied within 2 months after receipt of written notice from the Investor; (f) The Company moves its domicile out of Hefei Hi-tech Zone during the period when the investor holds the Company’s equity; (g) Without the unanimous consent of the investors, the Company was not designated as the listing entity for the purpose of the listing.

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Upon occurrence of the following events, the Shares shall be redeemable by the Company at the option of the Series C+ Investors: (a) The Company did not have accumulatively more than two drugs that have entered or completed Phase III clinical trials or one drug that have obtained NDA acceptance before 31 December 2022; (b) The Company fails to submit a qualified [REDACTED] application to recognized mainstream capital markets such as A-shares, Hong Kong stocks, or US stocks before 31 December 2023 for investments completed before March 2022 or 31 December 2025 for investments completed after March 2022; (c) The Company fails to achieve a qualified [REDACTED] or qualified overall sale of the Company before 31 December 2025; (d) The Company or any of its wholly-owned or holding subsidiaries is ineligible for an [REDACTED] that is qualified before 31 December 2025 due to serious business and/or regulatory violations, or any material breach of contract with any third party; (e) A material breach of the terms of the Transaction Documents by the Company and/or the Founding Shareholders has occurred and has not been remedied within 2 months after receipt of written notice from the Investor; (f) After the completion of the delivery system, it is found that the business before the completion of the delivery has not been completed in 6.1-6.8 of the Capital Increase Agreement 3 or the delivery completion commitment in Article 1 of the said capital increase agreement 4 has not been fulfilled; (g) Other shareholders of the Company propose/exercise/execute share repurchase.

At the request of any aforesaid shareholders, the Company shall redeem all or a portion of the outstanding Shares at any time and from time to time on or after the earliest date of the occurrence of any trigger event.

The redemption price for Shares shall be an amount equal to applicable Issue Price (“Issue Price” refers to the consideration actually paid to the Company) with a simple rate of certain percent (10% for Series A Financing and 8% for Series C Financing, 2021-2022 Equity transfers and Series C+ Financing) per annum return calculating from the corresponding issue date to the date of applicable redemption notice.

The Company has not provided any form of guarantee in connection with any potential failure of Mr. Peng Hongwei the controlling shareholders to fulfil their obligations relating to the redemption rights granted by Mr. Peng Hongwei controlling shareholders. Accordingly, no financial liability regarding redemption rights granted by Mr. Peng Hongwei controlling shareholders was recorded by the Company during Track Record Periods.

Liquidation preferences

In the event of any liquidation or deemed liquidation event, holders of the Shares shall be entitled to be paid out of the funds and assets available for distribution to the members of the Company, an amount per share equal to the original issue price for each series equity share with an annual compound interest rate of 10% or 8% (10% for Series A Financing and 8% for Series C Financing, 2021-2022 Equity transfers and Series C+ Financing) plus any dividends declared but unpaid.

Anti-dilution right

If the Company increases its paid-in capital at a price lower than the price paid by the investors on a per paid-in capital basis, the investors have a right to require the Company to issue additional paid-in capital at the lowest issue price permitted by law to the investors or receive cash compensation from the Company, and the investors also have a right to require the controlling shareholders transfer shares to the investors at the lowest issue price permitted by law or receive cash compensation from the controlling shareholders, so that the total amount paid by the investors divided by the total amount of paid-in capital obtained is equal to the price per paid-in capital in the new issuance.

As disclosed in note 2.1 to the Historical Financial Information, the above redemption features ceased to be effective upon submission of the [REDACTED] application form and will only be reinstated upon the occurrence of certain specified events set out therein.

The Group and the Company

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Series A Financing	29,853	31,753	32,378
Series C Financing and 2021-2022 Equity Transfers . . .	771,091	820,344	836,537
Series C+ Financing	525,964	635,542	677,708
Redemption rights liabilities	1,326,908	1,487,639	1,546,623

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The movements of the redemption right liabilities during the Relevant Periods are as follows:

The Group and the Company

	Redemption rights liabilities
	<i>RMB'000</i>
As at 1 January 2024	990,470
Additions	262,711
Interest accruals (<i>note 7</i>).	84,891
Reducing form equity transfer transaction (<i>note 32(a)</i>)	(11,164)
As at 31 December 2024 and 1 January 2025	1,326,908
Additions	86,980
Interest accruals (<i>note 7</i>).	91,624
Reducing form equity transfer transaction (<i>note 32 (a)</i>)	(17,873)
As at 31 December 2025 and 1 January 2026	1,487,639
Additions	27,000
Interest accruals (<i>note 7</i>).	31,984
As at 30 April 2026.	1,546,623

28. OTHER FINANCIAL LIABILITY

During March 2020 to May 2023, Chengdu Jiulian acquired 20.1% equity of Chengdu Jingze by injecting RMB142,328,000 and obtained 13,835,000 shares of Chengdu Jingze with a redemption feature.

Pursuant to the investment agreement, the 60th months of the initial capital injection date, at the request of Chengdu Jiulian, Shanghai Jingze and Chengdu Jingze shall repurchase all or a portion of their outstanding equity at a repurchase price being the higher of:

- (1) the principals plus interest accrued at the rate of 8% (simple interest) of the principals per annum starting from the principal receiving date to the repurchase price payment date by the Group; and
- (2) the corresponding equity value of Chengdu Jingze evaluated by a third-party valuer.

In May 2024, Chengdu Jiulian and the Company reached an agreement that the Company acquired all interests in Chengdu Jingze held by Chengdu Jiulian at a total consideration of RMB225,421,000. The 50% of consideration was settled through the issuance of 1,344,785 shares of the Company to Chengdu Jiulian under the Series C+ Financing, and the rest of such consideration shall be paid by the Company in cash and in instalments. The Company recognised a redemption right liability arising from the Series C+ Financing amounting to RMB112,711,000 and a loan from Chengdu Jiulian with a principal amount of RMB112,710,000 accordingly.

The movements of the other financial liability during the Relevant Periods are as follows:

The Group

	<i>RMB'000</i>
As at 1 January 2024	246,078
Changes on the present value of the estimated repurchase price	(20,657)
Derecognition of the financial liability	(225,421)
As at 31 December 2024, 1 January 2025, 31 December 2025, 1 January 2026 and 30 April 2026	—

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29. SHARE CAPITAL

The Group and the Company

Shares:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Issued and fully paid shares	60,000	61,688	62,212

A summary of movements in the Company’s share capital is as follows:

	Number of shares in issue	Share capital
		RMB'000
As at 1 January 2024	33,756,680	33,757
Capital injection	3,134,483	3,134
Capital reserve converted into share capital*	23,108,837	23,109
As at 31 December 2024.	60,000,000	60,000
Capital injection	1,687,861	1,688
As at 31 December 2025.	61,687,861	61,688
Capital injection	523,939	524
As at 30 April 2026.	62,211,800	62,212

* According to the resolution of shareholders of the Company of the second extraordinary general meeting on 24 April 2024, the Company converted share premium amounting to RMB23,109,000 into share capital at 6.2641 shares for every 10 shares to all shareholders.

30. RESERVES

The Group

The amounts of the Group’s reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity.

Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received for ordinary shares and Series A, C and C+ Financing.

Share-based payment reserve

The share-based reserve represents the share-based compensation reserve due to equity-settled share awards, details of which were set out in note 31 to the Historical Financial Information.

Other reserve

Other reserve represents the carrying amount of the equity shares with redemption features as stipulated in note 27 to the Historical Financial Information.

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The Company

The amounts of the Company’s total deficits and the movements therein for the Relevant Periods and the four months ended 30 April 2025 are presented as follows:

Year ended 31 December 2024

	Share premium	Share-based payments reserve	Other reserve	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2024	670,873	3,331	(863,911)	(157,750)	(347,457)
Loss and total comprehensive loss for the year	–	–	–	(112,736)	(112,736)
Issue of shares	253,883	–	–	–	253,883
Capital reserve converted into share capital (<i>note 29</i>)	(23,109)	–	–	–	(23,109)
Recognition of redemption liabilities on Series C+ Shares (<i>note 27</i>)	–	–	(262,711)	–	(262,711)
Derecognition of redemption liabilities of equity transfer transaction (<i>note 27</i>)	1,164	–	10,000	–	11,164
Share-based payments (<i>note 31</i>) .	–	(79)	–	–	(79)
At 31 December 2024	<u>902,811</u>	<u>3,252</u>	<u>(1,116,622)</u>	<u>(270,486)</u>	<u>(481,045)</u>

Year ended 31 December 2025

	Share premium	Share-based payments reserve	Other reserve	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2025	902,811	3,252	(1,116,622)	(270,486)	(481,045)
Loss and total comprehensive loss for the year	–	–	–	(134,443)	(134,443)
Issue of shares	85,292	–	–	–	85,292
Proceeds from share award scheme	11,509	–	–	–	11,509
Recognition of redemption liabilities on Series C+ Shares (<i>note 27</i>)	–	–	(86,980)	–	(86,980)
Derecognition of redemption liabilities of equity transfer transaction (<i>note 27</i>)	–	–	17,873	–	17,873
Share-based payments (<i>note 31</i>) .	–	12,879	–	–	12,879
At 31 December 2025	<u>999,612</u>	<u>16,131</u>	<u>(1,185,729)</u>	<u>(404,929)</u>	<u>(574,915)</u>

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Four months ended 30 April 2026

	Share premium	Share-based payments reserve	Other reserve	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2026	999,612	16,131	(1,185,729)	(404,929)	(574,915)
Loss and total comprehensive loss for the period	–	–	–	(45,340)	(45,340)
Issue of shares	26,476	–	–	–	26,476
Recognition of redemption liabilities on Series C+ Shares (note 27)	–	–	(27,000)	–	(27,000)
Share-based payments (note 31) .	–	2,474	–	–	2,474
At 30 April 2026	<u>1,026,088</u>	<u>18,605</u>	<u>(1,212,729)</u>	<u>(450,269)</u>	<u>(618,305)</u>

Four months ended 30 April 2025 (unaudited)

	Share premium	Share-based payments reserve	Other reserve	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1 2025	902,811	3,252	(1,116,622)	(270,486)	(481,045)
Loss and total comprehensive loss for the period (unaudited)	–	–	–	(39,940)	(39,940)
Share-based payments (note 31) (unaudited)	–	132	–	–	132
At 30 April 2025 (unaudited) . .	<u>902,811</u>	<u>3,384</u>	<u>(1,116,622)</u>	<u>(310,426)</u>	<u>(520,853)</u>

31. SHARE-BASED PAYMENTS

The Company adopted and revised several share incentive schemes (“[REDACTED] Share Incentive Schemes”) in 2021 and 2022. Under the [REDACTED] Share Incentive Schemes, eligible participants have been granted the rights to subscribe for the limited partnership interests (the “Awards”) of employee shareholding platforms.

2021 Share Award Scheme

Pursuant to a written shareholders’ resolution of the Company passed on 6 May 2021, a share award scheme (the “2021 Share Award Scheme”) has been approved for the purpose of providing incentives to eligible participants who contribute to the success of the Group’s operation. The 2021 Share Award Scheme was modified on 3 January 2025 and up to 2,592,003 shares of the Company were authorised and approved.

The number of Awards granted, the grant date, and the vesting period under the 2021 Share Award Scheme would be determined at the discretion of the Company’s chief executive Mr. Peng Hongwei.

Except for Awards representing 72 shares of the Company granted to Mr. Peng Hongwei on 31 December 2021 with no vesting options, the rest of the Awards have vesting periods of five years from the actual payment date and was partially granted before Relevant Periods.

Pursuant to a written shareholders’ resolution of the Company passed on 3 June 2025, the remaining Awards representing 1,427,542 shares of the Company were fully granted to the eligible participants, subject to a vesting period of three years from the actual payment date. During the year ended 31 December 2025 and the four months ended 30 April 2026, shares forfeited and cancelled of 624,314 and forfeited of 82,873 respectively, were re-granted to eligible participants. Such re-granted shares have a vesting period of three years from the grant date.

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During the Relevant Periods, the details of the Awards under the 2021 Share Award Scheme granted are as follows:

	Number of shares of the Company underlying the Awards	Subscription price	Fair value at grant date
		RMB	RMB
At 1 January 2024.	1,164,461	11.78	4.91/27.89
Forfeited during the year.	(499,144)	11.78	4.91/27.89
At 31 December 2024 and 1 January 2025	665,317	11.78	4.91/27.89
Granted during the year	2,051,856	7.24	35.10/32.58
Cancelled during the year	(82,873)	11.78	4.91
Forfeited during the year.	(42,297)	11.78	4.91
At 31 December 2025 and 1 January 2026	2,592,003	7.24/11.78	4.91/27.89/32.58/35.10
Granted during the period	82,873	7.24	35.97
Forfeited during the period	(82,873)	7.24	35.10
At 30 April 2026	2,592,003	7.24/11.78	4.91/27.89/32.58/35.97/35.10

The fair value of the Awards was estimated as at the date of grant using the back-solve method or the discounted cash flow method. The following table lists the inputs to the model used:

	Grant Day				
	On 31 December 2021	On 31 March 2023	On 3 June 2025	On 1 December 2025	On 31 March 2026
Expected volatility	43.86%	42.61%	37.94%	31.06%	36.48%
Risk-free interest rate	2.57%	2.50%	1.34%	1.40%	1.14%
Discount for lack of marketability	19.00%	15.00%	7.00%	5.00%	4.00%

2022 Share Award Scheme

Pursuant to a written temporary shareholders’ resolution passed by the Company on 25 May 2022, a share award scheme (the “2022 Share Award Scheme”) has been approved to recognise and incentivise the grantees’ contributions. Under the 2022 Share Award Scheme, the authorised and approved shares of the Company shall not exceed 941,000 shares of the Company as at the grant date.

Except for Awards representing 20,050 shares of the Company granted to Mr. Peng Hongwei and Awards representing 600,000 shares of the Company granted to the founding employee Mr. Sun Haisheng on 31 May 2022 with no vesting options, Awards representing 123,450 shares and 197,500 shares of the Company were granted to Mr. Zhang Lei and Mr. Han Weiyue, respectively, with a vesting period of two years from the grant date.

During the Relevant Periods, the details of the Awards granted under the 2022 Share Award Scheme are as follows:

	Number of shares of the Company underlying the Awards	Subscription price	Fair value at grant date
		RMB	RMB
At 1 January 2024.	320,950	11.78	5.80
Vested during the year	(320,950)	11.78	5.80
At 31 December 2024, 1 January 2025, 31 December 2025, 1 January 2026 and 30 April 2026	—	N/A	N/A

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The fair value of the Awards was estimated as at the date of grant using the back-solve method. The following table lists the inputs to the model used:

	Grant Day
	On 31 May 2022
Expected volatility	43.94%
Risk-free interest rate	2.53%
Discount for lack of marketability	18.00%

The amounts (reversed)/recorded in profit or loss in relation to share-based payments are as follows:

	Year ended 31 December		Four months ended 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Share-based payments	(79)	12,879	7,713

32. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2024, major non-cash transactions of the Group included: (i) non-cash additions of right-of-use assets and lease liabilities of RMB19,981,000 in respect of lease arrangements for factory, office and laboratory premises; (ii) The termination of right-of-use assets and lease liabilities of RMB944,000 in respect of the termination of leases contracts for office; (iii) the derecognition of other financial liability with a value of RMB225,421,000 and recognition of a loan of RMB112,710,000 from a shareholder and a redemption liability of RMB112,711,000 arising from Series C+ Financing as detailed in note 28 to the Historical Financial Information; and (iv) a shareholder of Series C+ Shares, Weifang Zhongke Haichuang Equity Investment Partnership (L.P.) (“Zhongke Haichuang”) transferred 194,052 shares at a consideration of RMB10,000,000 to Nanjing King-Friend. Following this equity transfer Nanjing King-Friend no longer holds any special shareholders’ rights including redemption rights. As a result, the Company derecognised the corresponding redemption liability of RMB11,164,000.

During the year ended 31 December 2025, major non-cash transactions of the Group included: (i) non-cash additions of right-of-use assets and lease liabilities of RMB251,000 in respect of lease arrangements for office; (ii) The termination of right-of-use assets and lease liabilities of RMB483,000 in respect of the termination of leases for office; and (iii) a shareholder of Series C+ Shares, Zhongke Haichuang transferred 291,078 shares at a consideration of RMB15,000,000 to Taicang Ninghui Consulting Management Partnership (L.P.) (“Taicang Ninghui”). Following this equity transfer, Taicang Ninghui no longer held any special shareholders’ rights, including redemption rights, and accordingly, the Company derecognised the corresponding redemption right liability of RMB17,873,000.

During the four months ended 30 April 2025 and 2026, there were no major non-cash transactions of the Group.

	Redemption rights liabilities	Other financial liability	Interest bearing bank borrowings and loan from a shareholder	Lease liabilities	Accrued [REDACTED]	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024.	990,470	246,078	14,897	19,027	–	1,270,472
Changes from financing cash flows	150,000	–	9,000	(4,476)	(503)	154,021
Changes from operating cash flows	–	–	–	–	(4,759)	(4,759)
Changes from non-cash transactions	101,547	(225,421)	112,710	(926)	–	(12,090)
Accrued [REDACTED] . . .	–	–	–	–	[REDACTED]	[REDACTED]

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	Redemption rights liabilities	Other financial liability	Interest bearing bank borrowings and loan from a shareholder	Lease liabilities	Accrued [REDACTED]	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Deferred [REDACTED] . . .	—	—	—	—	[REDACTED]	[REDACTED]
New lease arrangements . . .	—	—	—	19,981	—	19,981
Changes on the present value of the estimated repurchase price.	—	(20,657)	—	—	—	(20,657)
Interest expenses	84,891	—	5,227	935	—	91,053
At 31 December 2024 and 1 January 2025	1,326,908	—	141,834	34,541	7,012	1,510,295
Changes from financing cash flow	86,980	—	21,326	(6,213)	(1,873)	100,220
Changes from operating cash flows	—	—	—	—	(12,528)	(12,528)
Changes from non-cash transactions	(17,873)	—	—	(483)	—	(18,356)
Accrued [REDACTED] . . .	—	—	—	—	[REDACTED]	[REDACTED]
Deferred [REDACTED] . . .	—	—	—	—	[REDACTED]	[REDACTED]
New lease arrangements . . .	—	—	—	251	—	251
Interest expenses	91,624	—	11,094	1,257	—	103,975
At 31 December 2025 and 1 January 2026	1,487,639	—	174,254	29,353	4,998	1,696,244
Changes from financing cash flow	27,000	—	54,380	(93)	(218)	81,069
Changes from operating cash flows	—	—	—	—	(1,284)	(1,284)
Changes from non-cash transactions	—	—	—	(2,514)	—	(2,514)
Accrued [REDACTED] . . .	—	—	—	—	[REDACTED]	[REDACTED]
Deferred [REDACTED] . . .	—	—	—	—	[REDACTED]	[REDACTED]
Interest expenses	31,984	—	3,694	376	—	36,054
At 30 April 2026	1,546,623	—	232,328	27,122	5,271	1,811,344
At 1 January 2025	1,326,908	—	141,834	34,541	7,012	1,510,295
Changes from financing cash flow (unaudited)	—	—	(2,269)	(200)	(154)	(2,623)
Changes from operating cash flows (unaudited)	—	—	—	—	(1,506)	(1,506)
Changes from non-cash transactions (unaudited) . .	—	—	—	(1,760)	—	(1,760)
Accrued [REDACTED] (unaudited)	—	—	—	—	[REDACTED]	[REDACTED]
Deferred [REDACTED] (unaudited)	—	—	—	—	[REDACTED]	[REDACTED]
Interest expenses (unaudited)	29,494	—	3,278	443	—	33,215
At 30 April 2025 (unaudited)	1,356,402	—	142,843	33,024	7,787	1,540,056

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(c) Total cash outflows for leases

The total cash outflows for leases included in the consolidated statements of cash flows are as follows:

	As at 31 December		As at 30 April	
	2024	2025	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (<i>unaudited</i>)	<i>RMB'000</i>
Within operating activities.	154	156	42	77
Within financing activities.	4,476	6,213	200	93
Total	<u>4,630</u>	<u>6,369</u>	<u>242</u>	<u>170</u>

33. PLEDGE OF ASSETS

Details of the Group’s assets pledged for the Group’s loan from a shareholder and bank borrowings are included in note 23 and note 24, respectively to the Historical Financial Information.

34. COMMITMENTS

The Group had the following capital commitments at the end of each of the Relevant Periods.

	As at 31 December		As at 30 April
	2024	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Contracted, but not provided for: Purchase of items of property, plant and equipment	<u>28,679</u>	<u>12,901</u>	<u>10,163</u>

35. RELATED PARTY TRANSACTIONS

The Group

Compensation of key management personnel of the Group

	Year ended 31 December		Four months ended 30 April	
	2024	2025	2025	2026
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> (<i>unaudited</i>)	<i>RMB'000</i>
Salaries, allowances and benefits in kind	3,839	3,263	1,062	932
Performance related bonuses	41	749	250	174
Pension scheme contributions	144	138	49	47
Equity-settled share-based payments.	194	3,925	24	2,318
Total	<u>4,218</u>	<u>8,075</u>	<u>1,385</u>	<u>3,471</u>

Further details of directors’ and supervisors’ remuneration are included in note 9 to the Historical Financial Information.

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The Company

The Company had following outstanding balances with subsidiaries at the end of each Relevant Periods:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Prepayments, other receivables and other assets			
Shanghai Jingze	223,353	215,263	174,721
Chengdu Jingze	312,541	–	–
Jiangsu Jingze	58,200	108,700	209,905
Chengdu Jingrunze	–	1,400	1,565
Total	<u>594,094</u>	<u>325,363</u>	<u>386,191</u>
Other payables, accruals and other current liabilities			
Chengdu Jingze	–	21,799	73,699
Suzhou Jingze	61,150	82,510	81,880
Total	<u>61,150</u>	<u>104,309</u>	<u>155,579</u>

The Group has assessed the expected loss rates for amounts due from related parties by considering the financial position and credit history of these related parties and assessed that the expected credit loss was minimal.

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods were as follows:

The Group

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB'000	RMB'000	RMB'000
Financial assets			
Financial assets at amortised cost:			
Financial assets included in prepayments, other receivables and other assets	853	458	134
Restricted bank balances	2,344	–	–
Cash and bank balances	<u>68,586</u>	<u>41,500</u>	<u>81,055</u>
Total	<u>71,783</u>	<u>41,958</u>	<u>81,189</u>
Financial liabilities			
Financial liabilities at amortised cost:			
Trade payables	30,165	39,157	39,408
Financial liabilities included in other payables and accruals	17,753	33,365	44,125
Loan from a shareholder	117,219	118,083	121,086
Interest-bearing bank borrowings	24,615	56,171	111,242
Redemption rights liabilities	<u>1,326,908</u>	<u>1,487,639</u>	<u>1,546,623</u>
Total	<u>1,516,660</u>	<u>1,734,415</u>	<u>1,862,484</u>

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group’s financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts			Fair values		
	As at 31 December		As at 30 April	As at 31 December		As at 30 April
	2024	2025	2026	2024	2025	2026
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Interest-bearing bank borrowings-non-current	9,800	11,550	19,500	9,800	11,550	19,500
Loan from a shareholder-non-current	117,219	118,083	112,710	126,446	121,789	123,175
Total	<u>127,019</u>	<u>129,633</u>	<u>132,210</u>	<u>136,246</u>	<u>133,339</u>	<u>142,675</u>

Management has assessed that the fair values of cash and bank balances, the current-portion of interest-bearing bank borrowings, the current portion of financial assets included in prepayments and other receivables, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group’s finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each of the Relevant Periods, the finance department analysed the movements in the values of financial instruments and determined the major inputs applied in the valuation. The valuation is reviewed and approved by the finance manager. The valuation process and results are discussed with the Directors once a year for annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of interest-bearing bank borrowings and the loan from a shareholder have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group’s own non-performance risk for interest-bearing bank borrowings as at 31 December 2024 and 2025 and 30 April 2026 were assessed to be insignificant.

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments:

Liabilities for which fair values are disclosed

31 December 2024

	Fair value measurement using			
	Quoted prices in active market	Significant observable inputs	Significant unobservable inputs	Total
	(Level 1)	(Level 2)	(Level 3)	
	RMB’000	RMB’000	RMB’000	RMB’000
Interest-bearing bank borrowings, non-current portion	—	9,800	—	9,800
Loan from a shareholder, non-current.	—	126,446	—	126,446
Total	—	<u>136,246</u>	—	<u>136,246</u>

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31 December 2025

	Fair value measurement using			Total
	Quoted prices in active market	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Interest-bearing bank borrowings, non-current portion	–	11,550	–	11,550
Loan from a shareholder, non-current.	–	121,789	–	121,789
Total	–	133,339	–	133,339
	=	=	=	=

30 April 2026

	Fair value measurement using			Total
	Quoted prices in active market	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Interest-bearing bank borrowings, non-current portion	–	19,500	–	19,500
Loan from a shareholder, non- current	–	123,175	–	123,175
Total	–	142,675	–	142,675
	=	=	=	=

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial instruments comprise cash and cash equivalents, other receivables, other payables and accruals, trade payables, interest-bearing bank borrowings, loan from a shareholder and redemption rights liabilities. The main purpose of these financial instruments is to raise finance for the Group’s operations. The Group has various other financial assets and liabilities such as trade payables, which arise directly from its operations.

The main risks arising from the Group’s financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s long term debt obligations with a floating interest rate. The Group considers the interest rate risk of the Group during the Relevant Period was insignificant.

Credit risk

The Group trades only with recognised and creditworthy parties. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis and the Group’s exposure to bad debts is not significant. The credit risk of the Group’s other financial assets, which comprise cash and bank balances and financial assets included in prepayments, other receivables and other assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

For other receivables, management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The Directors believe that there is no material credit risk inherent in the Group’s outstanding balance of other receivables.

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Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each of the Relevant Periods.

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Financial assets included in prepayments, other receivables and other assets – Normal*	684	–	–	–	684
Financial assets included in other non-current assets	169	–	–	–	169
Cash and bank balances . .	68,586	–	–	–	68,586
Restricted bank deposits . .	2,344	–	–	–	2,344
Total	<u>71,783</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>71,783</u>

As at 31 December 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Financial assets included in prepayments, other receivables and other assets – Normal*	355	–	–	–	355
Financial assets included in other non-current assets	103	–	–	–	103
Cash and bank balances . .	41,500	–	–	–	41,500
Total	<u>41,958</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>41,958</u>

As at 30 April 2026

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Financial assets included in prepayments, other receivables and other assets*	31	–	–	–	31
Financial assets included in other non-current assets	103	–	–	–	103
Cash and cash equivalents .	81,055	–	–	–	81,055
Total	<u>81,189</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>81,189</u>

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ACCOUNTANTS’ REPORT

- * The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and bank balances deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuation in cash flows.

The maturity profile of the Group’s financial liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

As at 31 December 2024

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	30,165	–	–	30,165
Interest-bearing bank borrowings . . .	15,615	10,134	–	25,749
Loan from a shareholder	–	151,875	–	151,875
Financial liabilities included in other payables and accruals	17,753	–	–	17,753
Lease liabilities	6,045	22,059	10,799	38,903
Redemption rights liabilities	1,326,908	–	–	1,326,908
Total contractual undiscounted payments	1,396,486	184,068	10,799	1,591,353

As at 31 December 2025

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	39,157	–	–	39,157
Interest-bearing bank borrowings . . .	45,938	11,694	–	57,632
Loan from a shareholder	–	142,858	–	142,858
Financial liabilities included in other payables and accruals	33,365	–	–	33,365
Lease liabilities	5,881	18,880	7,907	32,668
Redemption rights liabilities	1,487,639	–	–	1,487,639
Total contractual undiscounted payments	1,611,980	173,432	7,907	1,793,319

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As at 30 April 2026

	Less than 12 months or on demand	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	39,408	–	–	39,408
Interest-bearing bank borrowings . . .	93,339	19,999	–	113,338
Loan from a shareholder	9,931	133,841	–	143,772
Financial liabilities included in other payables and accruals	44,125	–	–	44,125
Lease liabilities	5,822	17,914	6,777	30,513
Redemption rights liabilities	1,546,623	–	–	1,546,623
Total contractual undiscounted payments	<u>1,739,248</u>	<u>171,754</u>	<u>6,777</u>	<u>1,917,779</u>

Capital management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders’ value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

The asset-liability ratios as at the end of each of the Relevant Periods are as follows:

	As at 31 December		As at 30 April
	2024	2025	2026
	RMB	RMB	RMB
Total assets	<u>325,572</u>	<u>313,485</u>	<u>358,992</u>
Total liabilities	<u>1,583,970</u>	<u>1,799,994</u>	<u>1,927,110</u>
Asset-liability ratio*	<u>487%</u>	<u>574%</u>	<u>537%</u>

* Asset-liability ratio is calculated by dividing total liabilities by total assets and multiplying the product by 100% i.e., it represents total liabilities as a percentage of total assets.

39. EVENTS AFTER THE RELEVANT PERIODS

There were no material subsequent events after the end of the Relevant Periods that require additional disclosure or adjustments.

40. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 April 2026.

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II

UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III

PROPERTY VALUATION REPORT

The following is the text of a letter and valuation particular, prepared for the purpose of incorporation in this document received from Colliers Appraisal & Advisory Services Co., Ltd., an independent valuer, in connection with its valuation as at 30 April 2026 of the selected property interests held by the Company.

Colliers Appraisal & Advisory Services Co., Ltd.

Suite 507, Block A, Gemdale Plaza,
No. 91 Jianguo Road,
Chaoyang District, Beijing



The Board of Directors

Chengdu Jingze Biopharmaceutical Co., Ltd.
成都景澤生物製藥有限公司

[[●] June 2026]

Dear Sir or Madam,

Re: A Factory Complex known as Chengdu Jingze Biopharmaceutical Co., Ltd. located at Group 3 Shuangyan Community Yongquan Street, Group 9 Guangming Community, Jinma Town, Wenjiang District, Chengdu, the People’s Republic of China (the “Property”)

INSTRUCTIONS

We refer to the instructions from Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司) (the “Company”) and its subsidiaries (hereinafter together referred to as the Group”) for us to value the selected property interests held and occupied by the Group in the People’s Republic of China (the “PRC”), we confirm that we have carried out an inspection, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value of the property interests as at 30 April 2026 (the “Valuation Date”), for [REDACTED] purposes.

The selected property interests form part of the Group’s non-property activities that has a carrying amount of 15% or more of the Group’s total assets and therefore the valuation report of this property interests is required to be included in this [REDACTED] document.

BASIS OF VALUATION

Our valuation is provided on the basis of Market Value, which we would define as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

APPENDIX III

PROPERTY VALUATION REPORT

Market Value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

VALUATION STANDARDS

In valuing the property interests, we have complied with the requirements met out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the RICS Valuation Global Standards 2024 published by the Royal Institution of Chartered Surveyors (“RICS”) incorporating the International Valuation Standards of the International Valuation Standards Council (IVSC).

QUALIFICATIONS OF THE VALUER

This valuation has been prepared by Kin Ming Woo James (James Woo) (RICS Registration No.: 0837243). James Woo is a Fellow member of the RICS and an Executive Director of Valuation and Advisory Services, China at Colliers Appraisal & Advisory Services Co., Ltd. (“Colliers”). He is suitably qualified to carry out the valuation and has over 26 years’ experience in the valuation of properties of this magnitude and nature in China.

We are acting as an independent valuer as defined in the latest “RICS Global Valuation Standards”, published by the RICS, which incorporates with the International Valuation Standards.

Neither the valuer nor Colliers are aware of any pecuniary interest or conflict that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective, opinion of the value of the property interests.

VALUATION APPROACHES

Due to the nature of the completed buildings of the Property in which they are situated, there are unlikely to be relevant market comparable sales readily available, the buildings of the Property have been valued by the cost approach.

Cost Approach provides an indication of value by using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and make deductions for physical deterioration and all other relevant forms of obsolescence.

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PROPERTY VALUATION REPORT

In valuing the land portion of the Property, we have adopted the Market Approach. Market Approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. By analysing such sales, which qualify as “arms-length” transactions, between willing buyers and sellers, adjustments are made for size, location, amenities and other relevant factors when comparing such sales prices to assess the value of the subject asset. This approach is commonly used to value assets where reliable sales evidence of assets of a similar nature is available.

SOURCES OF INFORMATION

Although we have made independent enquiries as much as possible, we have relied to a very considerable extent on the information provided by the Company and the Company’s legal advisor in respect of the titles of the Property in the PRC. We also have accepted such information given to us as being true and correct for valuation purposes. This has included such matters as ownership title, site and floor areas, floor plan, easements, tenure, the identification of the Property and all other relevant matters.

We have also been advised by the Company that no material factors or information have been omitted or withheld from the information supplied and consider that we have been provided with sufficient information to reach an informed view. We believe that the assumptions used in preparing our valuation are reasonable and have had no reason to doubt the truth and accuracy of the information provided to us by the Company which is material to the valuation.

TITLE DOCUMENTS

We have been provided with copies or extracts of title documents relating to the Property and have made relevant enquiries where possible. Due to the nature of the land registration system in the PRC, we have not examined the original documents to verify the existing titles to the Property or any material encumbrances that might be attached to the property or any lease amendments. We have made assumptions that the full and proper ownership title of the Property has been obtained and all payable land premium or land-use rights fees have been fully settled.

We have relied on the advice given by the Company’s legal adviser, Tian Yuan Law Firm (北京市天元律師事務所), based on their legal opinion dated [*2025] regarding the title of the Property in the PRC. We do not accept liability for any interpretation that we have placed on such information, which is more properly placed within the sphere of the legal adviser.

All legal documents disclosed in this letter and the valuation particular are for reference only. No responsibility is assumed for any legal matters concerning the legal titles to the property set out in this letter and the valuation particular.

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ASSUMPTIONS AND CAVEATS

Our valuation has been made on the assumption that the owner can sell the Property on the open market without the benefit of deferred terms contracts, leasebacks, joint ventures, management agreements or any similar arrangements that would serve to affect the value of the Property.

No allowance has been made in our valuation for any charges, mortgages or amounts owing either on the Property or for any expense or taxation that may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature that could affect its value.

We have conducted the valuation assuming that:

- the information as set out in the section headed “Sources of Information” above about the titles of the property provided by the Company and the Company’s legal advisor, Tian Yuan Law Firm (北京市天元律師事務所) is true and correct;
- there is no substantial legal obstacle obtaining relevant building ownership certificates, and all payable land premium or land-use rights fees have been fully settled;
- the Property is free from contamination and environmental problems or hazards;
- all required approvals and certificates necessary for the development and occupation and use of the Property has been duly obtained and are in full force and effect;
- for any use(s) of the Property upon which this valuation report is based, any and all required licences, permits, certificates, and authorisations have been obtained, and are capable of renewal without difficulty; and
- the property interests can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.

ESG CONSIDERATION

Where our advice is based on International Valuation Standards (IVS), we have had regard to i) those significant environmental, social and governance (ESG) factors which were readily apparent to us from our inspection of the Property, if undertaken and ii) which we consider significantly impact our advice. This is a requirement of the IVS. In our advice we have endeavoured to analyse whether any significant ESG factors affect the value assessed. For your acknowledge, we are property valuers and that we do not have any expertise in conducting environmental audits or any audits regarding the compliance of any entity associated with the Property in relation to their social responsibility or corporate governance. Such an assessment is beyond the scope and purpose of our advice. You should seek specific advice in relation to these matters, given that our observations are of a very general nature.

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SITE MEASUREMENT

We have not carried out on-site measurements to verify the correctness of the site areas in respect of the Property but have assumed that the areas shown on the documents and plans provided to us are true and correct in all respects. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

SITE INSPECTION

We have inspected the exterior and, where possible, the interior of the Property. Site inspection of the Property was inspected by James Woo on June 2025. In the course of our inspection, we did not note any serious defects. However, we have not carried out a structural survey nor have we inspected woodwork or other parts of the structures which are covered, unexposed or inaccessible and we are therefore unable to report that any such parts of the Property is free from defect. No tests were carried out on any of the services.

Please be advised we have not carried out investigations to determine the suitability of the ground conditions and the services etc. for any future development. Our valuation has been prepared on the assumption that these aspects are satisfactory.

CURRENCY

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our valuation particular is attached hereto.

Yours faithfully,

For and on behalf of

Colliers Appraisal & Advisory Services Co., Ltd.

Kin Ming Woo James

FRICS AICFC

Executive Director

Valuation and Advisory Services | China

RICS Registration Number: 0837243

Note: Mr. James Woo is a Registered and independent Valuer with over 26 years' experience in real estate industry and assets valuation sector. His experience on valuation covers Mainland China. Mr. Woo is a Fellow member of the Royal Institution of Chartered Surveyors.

APPENDIX III

PROPERTY VALUATION REPORT

VALUATION PARTICULARS

Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 30 April 2026																		
A Factory Complex known as Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司), located at Group 3 Shuangyan Community Yongquan Street Group 9 Guangming Community Jinma Town Wenjiang District Chengdu, PRC	The Property is located north of Qishi Avenue Wenquan Avenue Section 3 (騎士大道溫泉大道三段) and west of Yangliu West Road 楊柳西路 in Wenjiang District. It is about 2 kilometers to Metro Line 13 Mingguang Station (明光站). The locality is Wenjiang Biopharmaceutical Industry Zone and served by public facilities and convenient public transportation network. The Property comprises four buildings, including a 3-storey main building and two single-storey buildings for workshop use and a single-storey guardroom. The Property has a certified gross floor area (GFA) of 13,731.67 sq m with a total site area of 67,969.54 sq m. As advised, the guardroom and the 3-storey main building for workshop use completed in 2022, and the two single-storey buildings were completed in 2023. Detailed Certified GFA of the Property is listed below: <table><tr><th>Portions</th><th>Level/Usage</th><th>GFA (sq m)</th></tr><tr><td>Building No. 1</td><td>3/workshop</td><td>12,934.36</td></tr><tr><td>Building No. 2</td><td>1/guard room</td><td>68.33</td></tr><tr><td>Building No. 3</td><td>1/workshop</td><td>162.56</td></tr><tr><td>Building No. 4</td><td>1/workshop</td><td>566.42</td></tr><tr><td>Total</td><td></td><td>13,731.67</td></tr></table> Pursuant to the Real Estate Ownership Certificates provided, the land-use rights of the Property have been granted for two concurrent terms expiring on 13 November 2038 and 19 March 2040 for industrial uses respectively.	Portions	Level/Usage	GFA (sq m)	Building No. 1	3/workshop	12,934.36	Building No. 2	1/guard room	68.33	Building No. 3	1/workshop	162.56	Building No. 4	1/workshop	566.42	Total		13,731.67	At the date of our inspection, the Property was for self-use and in normal operation.	RMB90,370,000 Renminbi Ninety Million and Three Hundred Seventy Thousand
Portions	Level/Usage	GFA (sq m)																			
Building No. 1	3/workshop	12,934.36																			
Building No. 2	1/guard room	68.33																			
Building No. 3	1/workshop	162.56																			
Building No. 4	1/workshop	566.42																			
Total		13,731.67																			

Notes:

- (1) Pursuant to the Business License issued by the Market Supervision Administration of Chengdu, Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司) (“Chengdu Jingze”) is a limited liability company.

Enterprise Name: Chengdu Jingze Biopharmaceutical Co., Ltd. (成都景澤生物製藥有限公司)
Social Credit Code 91510115MA6DH8X55N
Type Limited Liability Company (Solely Owned by Legal Person Entity)
Legal Representative Peng Hong Wei (彭紅衛)
Registered Capital RMB78,675,300
Date of Establishment 7 September 2017

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PROPERTY VALUATION REPORT

Address No. 1166 Shuangyan Road, Chengdu Cross-Strait Science and Technology Industrial Development Park, Wenjiang District, Chengdu

Scope of Business [Licensed items: Commissioned production of pharmaceuticals; import and export of pharmaceuticals; retail of pharmaceuticals; production of pharmaceuticals; operation of Class III medical devices. (Items subject to approval according to law, can only carry out business activities after approval by the relevant departments, the specific business items are subject to the approval documents or licences of the relevant departments) General items: sales of Class II medical devices; sales of Class I medical devices; cellular technology research and development and application; medical research and experimental development; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; technology Import and export; biological chemical products technology research and development; import and export of goods. (Except for projects subject to approval in accordance with the law, carry out business activities independently in accordance with the law on the basis of business licences)]

- (2) Pursuant to the Notice of Approval for Change of Registration (Wenjiang) Registration Internal Change No. (2020) 10936 dated 3 September 2020, the change of registration from Chengdu Zeyan Biotechnology Co., Ltd. (成都研澤生物技術有限公司) to Chengdu Jingze has been approved by Chengdu Wenjiang District Market Supervision Administration.

- (3) Pursuant to the following State-owned Land-use Rights Grant Contracts and the capital increase agreement dated on 25 November 2022, the land-use rights of the Property have been granted to Chengdu Jingze for [RMB4,959,165.60 and RMB12,327,935.00] respectively. Details are listed below:

NO.	Contract No.	Date	Usage	Site Area (sq m)
1	510115-2018-C-016	10 October 2018	Industrial	30,612.16
2	510115-2020-C-014	14 February 2020	Industrial	37,357.38
Total . .				67,969.54

- (4) Pursuant to the following Real Property Ownership Certificates, the land-use rights of the Property have been granted to Chengdu Jingze. Details are listed below:

NO.	Certificate No.	Date	Usage	Site Area (sq m)
1	Chuan (2024) Wen Jiang Qu Bu Dong Chan Di 0025874	24 June 2024	Industrial	30,612.16
2	Chuan (2023) Wen Jiang Qu Bu Dong Chan Di 0031437	19 May 2023	Industrial	37,357.38
Total . .				67,969.54

- (5) Pursuant to the following Real Estate Ownership Certificates, the building ownerships of the Property with a total gross floor area (GFA) of 13,731.67 sq m is vested in Chengdu Jingze for various terms expiring on 13 November 2038 and 19 March 2040 for industrial use. Details of the said certificates are listed as follows:

No.	Certificate No.	Date	GFA (sq m)	Usage	Land Use Term expiry date
1 . . .	Chuan (2025) Wen Jiang Qu Bu Dong Chan Quan Di 0048252 Hao	21 November 2025	Workshop: 12,934.36 Guard Room: 68.33	Industrial	13 November 2038
2 . . .	Chuan (2025) Wen Jiang Qu Bu Dong Chan Quan Di 0048251 Hao	21 November 2025	Workshop: 566.42 Workshop: 162.56	Industrial	19 March 2040
Total .			13,731.67		

APPENDIX III

PROPERTY VALUATION REPORT

- (6) The general description and market information of the Property are summarized below:

Location	The Property is located north of Qishi Avenue Wenquan Avenue Section 3 and west of Yangliu West Road in Wenjiang District, Chengdu.
Transportation	It is a 26-minute walk from Mingguang station on metro line 13 and G213. Chengdu Wenjiang Recycling Market (成都溫江再生資源市場) is around 3-minute drive from the Property. Chengdu West Railway Station (成都西站) and Chengdu Tianfu International Airport (成都天府國際機場) is located approximately 15 km and 82 km from the Property respectively. Taxi and bus are readily available in the locality.
Nature of Surrounding Area	The property is located in the Wenjiang Biopharmaceutical Industry Zone, a hub for pharmaceutical and health-related industries. This area features high-quality business parks, including WuXi AppTec Healthcare Industrial Park (藥明康德健康產業園), Chengdu Medical City Three Medicine Smart Centre (成都醫學城三醫智造中心), U Valley — Chengdu Medical City Technology Enterprise Port (聯東U谷•成都醫學城科技企業港), Rohin Pharmaceuticals (羅欣藥業), and Metisyn Biomedical (麥蒂辛生物醫藥) etc.

- (7) We have been provided with a legal opinion on the Property prepared by the Company’s PRC legal advisor, Tian Yuan Law Firm (北京市天元律師事務所), which contains, inter alia, the following information:

- i. Chengdu Jingze has obtained the Real Property Ownership Certificate for the two parcels of land and legally owns the associated land use rights, totaling 67,969.54 sq m.
- ii. Chengdu Jingze has obtained the Construction Land Planning Permits, Construction Work Planning Permits and Construction Work Commencement Permits, as well as the Environmental Compliance Acceptance, Construction Work Completion Certified Report and fire inspection documents of the 4 buildings with total gross area is 13,779.89 square meters however, the completion acceptance filing is still pending, and the Real Property Ownership Certificate has not been obtained.
- iii. According to latest information provided by Chengdu Jingze, delays in completing the completion acceptance filing and obtaining the Real Property Ownership Certificate result from adjustments to the construction project planning. Per government communication, the issuer must first: (i) finalize planning inspection, and (ii) amend the Construction Engineering Construction Permit. Subsequent completion acceptance filing must precede application for the property certificate. The Chengdu Jingze’s Credit China (Sichuan Chengdu) Market Entity-Specific Credit Report (Non-Violation Certification Version) confirms no “Urban Management/Housing and Urban-Rural Development” administrative penalties as of April 30, 2026.
- iv. Chengdu Jingze is actively processing the completion acceptance filing and Real Property Ownership Certificate procedures. Based on the interviews of relevant government authorities, the Company’s PRC legal advisor is of the view that: (i) the likelihood of us being subject to major administrative penalties by the competent authorities for the above defects of our four buildings is relatively low, provided that we continue to carry on the relevant procedures and prepare and submit all necessary materials; and (ii) there is no substantial legal obstacle for Chengdu Jingze to complete filings for construction completion inspections and obtain the real estate ownership certificates.
- v. According to the “Mortgage Agreement” signed on May 22, 2024, between Chengdu Jingze, Chengdu Jiulian, Jingze Biopharmaceutical Hefei Co., Ltd., and Peng Hongwei, Chengdu Jingze provides a guarantee using the land use rights and the buildings involved in the real estate, as well as the machinery and equipment for all claims and interests, including principal debt, interest, default penalties, and damages, that Chengdu Jiulian holds against Chengdu Jingze. This guarantee also covers all reasonable expenses incurred in the enforcement of the claims and security rights. Chengdu Jingze completed the mortgage registration for the land area of 30,612.16 square meters on July 1, 2024. However, the mortgage registration for the land area of 37,357.38 square meters has not yet been completed.

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(8) The status of the title and grant of major approvals and licences in accordance with the information provided by the Owner are as follows:

Document/Approval	Availability
State-owned Land-use Rights Contract	Yes
Real Property Ownership Certificate – Land.	Yes
Real Property Ownership Certificate – Building	Yes
Construction Land Planning Permit	Yes
Construction Work Planning Permit	Yes
Construction Work Commencement Permit.	Yes
Construction Work Completion Certified Report	Yes
Business License	Yes

APPENDIX IV

TAXATION AND FOREIGN EXCHANGE

PRC TAXATION

Taxation of Security Holders

The taxation of income and capital gains of holders of H Shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of H Shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current effective PRC laws and practices and no predictions are made about changes or adjustments to relevant laws or policies, and no comments or suggestions will be made accordingly. The discussion does not deal with all possible tax consequences relating to an investment in the H Shares, nor does it take into account the specific circumstances of any particular investor, some of which may be subject to special regulations. Accordingly, you should consult your own tax adviser regarding the tax consequences of an investment in H Shares. The discussion is based upon PRC laws and relevant interpretations in effect as at the date of this document, all of which are subject to change. Prospective investors are urged to consult their financial adviser regarding the PRC and other tax consequences of owning and disposing of H Shares.

Taxation on dividends

Individual investors

Pursuant to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), which was last amended on August 31, 2018 by the SCNPC and came into effect on January 1, 2019, and the Regulations on Implementation of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》), which were last amended on December 18, 2018 by the State Council and came into effect on January 1, 2019, dividends paid by PRC enterprises are subject to individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from a PRC enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by an applicable tax treaty.

Pursuant to the Notice of the State Taxation Administration (the “STA”) on Issues Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45) (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知(國稅函[2011]348號)》) issued by the STA on 28 June 2011, which came into effect on the same day, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, when distributing dividends, withhold individual income tax at the rate of 10%. For the individual holders of H Shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rate of lower than 10%, non-foreign-invested enterprises listed in Hong Kong may apply on behalf of such holders for enjoying the lower preferential tax treatments, and, upon approval by the tax authorities, the excessive withholding amount will be refunded. For the individual holders of H Shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rate of higher than 10% but lower than 20%, the non-foreign-invested

APPENDIX IV

TAXATION AND FOREIGN EXCHANGE

enterprise is required to withhold the tax at the agreed rate under the treaties, and no application procedures will be necessary. For the individual holders of H Shares receiving dividends who are citizens of countries without taxation treaties with the PRC or are under other situations, the non-foreign-invested enterprise is required to withhold the tax at a rate of 20%.

Enterprise investors

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), which was latest amended by the SCNPC and implemented on December 29, 2018, and the Implementation Rules for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》), which was last amended on December 6, 2024 by the State Council, a non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income (including dividends received from a PRC resident enterprise that issues shares in Hong Kong), if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such establishment or premise. The aforesaid income tax payable for non-resident enterprises is deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise.

The Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H-Share Holders Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知(國稅函[2008]897號)》), which was issued and implemented by the STA on November 6, 2008, further clarifies that a PRC-resident enterprise must withhold enterprise income tax at a rate of 10% on the dividends of year 2008 and afterwards that it distributes to overseas non-resident enterprise shareholders of H Shares. In addition, the Response to Questions on Levying Enterprise Income Tax on Dividends Derived by Non-resident Enterprise from Holding Stock such as B Shares (Guo Shui Han [2009] No. 394) (《關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆(財稅函[2009]394號)》), which was issued by the STA and came into effect on July 24, 2009, further provides that any PRC-resident enterprise whose shares are listed on overseas stock exchanges must withhold and remit enterprise income tax at a rate of 10% on dividends of year 2008 and afterwards that it distributes to non-resident enterprises. Such tax rates may be further modified pursuant to the tax treaty or agreement that China has entered into with a relevant country or region, where applicable.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Arrangement**”), which was signed between the STA and the Hong Kong Government on August 21, 2006, the PRC government may levy taxes on the dividends paid by a PRC company to Hong Kong residents (including resident individual and resident entities) in an amount not exceeding 10% of the total dividends payable by the PRC company unless a Hong Kong resident directly holds 25% or more of the equity interest in PRC

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company, then such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《<內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排>第五議定書》), which came into effect on December 6, 2019, added a criteria for the qualification of entitlement to enjoy treaty benefits. Although there may be other provisions under the Arrangement, the treaty benefits under the criteria shall not be granted in the circumstance where relevant gains, after taking into account all relevant facts and conditions, are reasonably deemed to be one of the main purposes for the arrangement or transactions which will bring any direct or indirect benefits under this Arrangement, except when the grant of benefits under such circumstance is consistent with relevant objective and goal under the Arrangement. The application of the dividend clause of tax agreements is subject to the requirements of PRC tax law and regulation, such as the Notice of the STA on the Issues Concerning the Application of the Dividend Clauses of Tax Agreements (Guo Shui Han [2009] No. 81) (《國家稅務總局關於執行稅收協定股息條款有關問題的通知(國稅函[2009]81號)》).

Tax Treaties

Non-resident investors residing in jurisdictions which have entered into treaties or adjustments for the avoidance of double taxation with the PRC might be entitled to a reduction of the PRC enterprise income tax imposed on the dividends received from PRC enterprises. The PRC currently has entered into avoidance of double taxation treaties or arrangements with a number of countries and regions including Hong Kong, Macau, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant taxation treaties or arrangements are required to apply to the PRC tax authorities for a refund of the enterprise income tax in excess of the agreed tax rate, and the refund application is subject to approval by the PRC tax authorities.

Taxation on share transfer

Value-Added Tax (“VAT”) and Local Surcharges

Pursuant to the Notice on the Full Implementation of Pilot Programme for Transition from Business Tax to VAT (Cai Shui [2016] No. 36) (《關於全面推開營業稅改徵增值稅試點的通知(財稅[2016]36號)》), partially repealed on July 11, 2017 and March 20, 2019 respectively, entities and individuals engaged in sales of services within the PRC shall be subject to VAT and sales of services within the PRC refers to the situation where either the seller or the buyer of a taxable service is located within the PRC. The notice also provides that transfer of financial products, including transfer of the ownership of marketable securities, shall be subject to VAT at 6% on the taxable income (which is the balance of sales price upon deduction of purchase price), for a general or a foreign VAT taxpayer. However, individuals are exempt from VAT upon transfer of financial products.

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VAT taxpayers are also subject to urban maintenance and construction tax, education surcharge and local education surcharge (collectively, the “**local surcharges**”), which is usually at 12% of the VAT payable, if any. However, pursuant to the Urban Maintenance and Construction Tax Law of the PRC (《中華人民共和國城市維護建設稅法》) which became effective on September 1, 2021, no urban maintenance and construction tax shall be levied on value-added tax or consumption tax paid for the sale of labor services, other services and intangible assets in China by overseas entities or individuals. Meanwhile, pursuant to Announcement on the Measures for Determining the Tax Basis of Urban Maintenance and Construction Tax and Other Matters (《關於城市維護建設稅計稅依據確定辦法等事項的公告》), the basis for calculating and levying education surcharges and local education surcharges is consistent with the basis for calculating the urban maintenance and construction tax since September 1, 2021. In conclusion, no urban maintenance and construction tax, education surcharges, and local education surcharges will be levied on value-added tax paid for the sale of intangible assets in China by overseas entities or individuals since September 1, 2021.

However, it is still uncertain whether the non-PRC resident enterprises are required to pay the PRC VAT for the disposal of H shares in practice. If relevant tariffs are imposed in the future, the investment value of such holders in H shares may be materially and adversely affected.

Income Tax

Individual investor

According to the Individual Income Tax Law of the PRC and its implementation rules, the proceeds from the sale of equity interests in PRC-resident enterprise are subject to income tax at a tax rate of 20%.

According to the Notice Concerning Continuing Temporary Exemption from Individual Income Tax on the Income From Stocks Transfer (Cai Shui Zi [1998] No. 61) (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知(財稅字[1998]61號)》) promulgated by the STA and became effective on March 30, 1998, since January 1, 1997, the individual income tax levied on the individual income from transfer of stocks of listed companies will continue to be temporarily exempted. In the newly revised Individual Income Tax Law of the PRC, the STA did not clearly stipulate whether to continue to exempt individuals from tax on the income from transfer of stocks of listed companies.

Furthermore, the Notice of the State Administration of Taxation on Issues Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2009] No. 167) (關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知(財稅[2009]167號)) jointly issued by the Ministry of Finance (the “**MOF**”), the STA and the China Securities Regulatory Commission (the “**CSRC**”) and implemented on December 31, 2009 stipulates that individuals’ income from the transfer of listed shares obtained from the public offering of listed companies and transfer market on the Shanghai Stock Exchange and the Shenzhen Stock Exchange shall continue to be exempted from the

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individual income tax, provided that it excludes the relevant restricted shares as defined in the Supplementary Notice Concerning the Levy of Individual Income Tax on Incomes from the Transfer of Restricted Shares of Listed Companies (Cai Shui [2010] No. 70) (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知(財稅[2010]70號)》) jointly issued by these departments and implemented on November 10, 2010. As at the Latest Practicable Date, the aforementioned provisions did not specify whether to impose the individual income tax on the income from the transfer of shares of PRC-resident enterprise listed on overseas stock exchanges by non-PRC resident individuals.

Enterprise investors

In accordance with the EIT Law and its implementation rules, a non-resident enterprise that has not established an establishment or premises in the PRC or it has established an establishment and premises but the income received has no actual connection with the establishment and premises, it shall pay an enterprise income tax at a rate of 10% for the income arising within the PRC (including the income from sale of equity interests of PRC-resident enterprise). The aforesaid income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise on each payment or when it is payable on due date. The withholding tax may be reduced pursuant to applicable treaties or agreements on avoidance of double taxation.

Stamp Duty

In accordance with the Stamp Tax Law of the PRC (《中華人民共和國印花稅法》) promulgated by the Standing Committee of the NPC on June 10, 2021 and came into effect on July 1, 2022, entities and individuals that issue taxable certificates and conduct securities transactions within the territory of PRC, or entities and individuals who issue taxable certificates and conduct securities transactions outside the territory of PRC to be used within the territory of the PRC shall subject to stamp duty.

Estate Duty

As at the Latest Practicable Date, no estate duty is levied within the PRC.

PRINCIPAL TAXATION OF OUR COMPANY IN THE PRC

Please refer to the section headed “Regulatory Overview” of this document.

PRC FOREIGN EXCHANGE

The lawful currency of the PRC is RMB, which is currently subject to foreign exchange regulation according to relevant laws and regulations. SAFE, with the authorization of the PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulatory regulations.

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On 29 January 1996, the State Council promulgated the Regulations of the PRC for Foreign Exchange Control (《中華人民共和國外匯管理條例》) (the “**Foreign Exchange Control Regulations**”) which became effective on April 1, 1996. The Foreign Exchange Control Regulations classify all international payments and transfers into current items and capital items. Most of the current items are no longer subject to SAFE’s approval, while capital items remain unchanged. The Foreign Exchange Control Regulations were subsequently amended on January 14, 1997 and August 5, 2008. The latest amendment to the Foreign Exchange Control Regulations clearly states that no restriction will be imposed on international current payments and transfers.

On June 20, 1996, the People’s Bank of China (the “**PBOC**”) promulgated the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (Yin Fa [1996] No. 210) (《結匯、售匯及付匯管理規定(銀發[1996]210號)》), which abolished the remaining restrictions on convertibility of foreign exchange under current items, while retaining the existing restrictions on foreign exchange transactions under capital items accounts.

According to the Announcement on Improving the Reform of the RMB (the PBOC Announcement [2005] No. 16) (《關於完善人民幣匯率形成機制改革的公告(中國人民銀行公告[2005]第16號)》), issued by the PBOC on July 21, 2005 and effective on the same date, the PRC began to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of currencies. The RMB exchange rate was no longer pegged to the USD. The PBOC would publish the closing price of the exchange rate of the RMB against trading currencies such as the USD in the interbank foreign exchange market after the closing of the market on each working day, as the central parity of the currency against RMB transactions on the following working day.

On July 1, 2014, the PBOC further improved the formation mechanism of the RMB exchange rate by authorizing the China Foreign Exchange Trade System to make inquiries with the market makers before the interbank foreign exchange market opens every day for their offered quotations which are used as samples to calculate the central parity of the RMB against the USD on that day using the weighted average of the remaining market makers’ offered quotations after excluding the highest and lowest quotations, and announce the central parity of the RMB against currencies such as the USD at 9: 15 a.m. on each working day. On 11 August 2015, the PBOC announced to improve the central parity quotations of RMB against the USD by authorizing market makers to provide central parity quotations to the China Foreign Exchange Trading System before the interbank foreign exchange market opens every day with reference to the interbank foreign exchange market closing rate of the previous day, the supply and demand for foreign exchange as well as changes in major international currency exchange rates.

On August 5, 2008, the State Council promulgated the revised Foreign Exchange Control Regulations of the PRC, which have made substantial changes to the foreign exchange supervision system of the PRC. First, the regulations have adopted an approach of balancing

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the inflow and outflow of foreign exchange. Foreign exchange income received overseas can be repatriated or deposited overseas, and foreign exchange and settlement funds under the capital account are required to be used only for purposes as approved by the competent authorities and foreign exchange administrative authorities; second, the regulations have improved the RMB exchange rate floating system based on market supply and demand under management; third, in the event that international balance of payment suffer or may suffer a material misbalance, or the national economy encounters or may encounter a severe crisis, the State may adopt necessary safeguard or control measures against international balance of payment; fourth, the regulations have enhanced the supervision and administration of foreign exchange transactions and grant extensive authorities to SAFE to enhance its supervisory and administrative powers.

According to the relevant laws and regulations in the PRC, PRC enterprises which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened at designated banks that carry foreign exchange business, on the strength of valid receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, after paying taxes in according to the law, on the strength of resolutions of the board of directors on the distribution of profits, effect payment from foreign exchange accounts opened at designated banks that carry foreign exchange business, or effect exchange and payment at designated banks.

The Decisions on Matters including Cancelling and Adjusting a Batch of Administrative Approval Items (Guo Fa [2014] No. 50) (《關於取消和調整一批行政審批項目等事項的決定(國發[2014]50號)》) promulgated by the State Council and came into effect on October 23, 2014 provide to cancel the approval requirement of SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into RMB domestic accounts.

According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (Hui Fa [2015] No. 13) (《關於進一步簡化和改進直接投資外匯管理政策的通知(匯發[2015]13號)》) promulgated by SAFE on February 13, 2015 and became effective on June 1, 2015, and partially repealed on 30 December 2019, the confirmation of foreign exchange registration under domestic direct investment and the confirmation of foreign exchange registration under overseas direct investment shall be directly examined and handled by banks. SAFE and its branch offices shall indirectly regulate the foreign exchange registration of direct investment through banks.

According to the Notice on Policies for Reforming and Regulating the Control over Foreign Exchange Settlement of Capital Accounts (Hui Fa [2016] No. 16) (《關於改革和規範資本項目結匯管理政策的通知(匯發[2016]16號)》) which was promulgated by SAFE and last amended on December 4, 2023, foreign currency earnings in capital account that relevant policies of willingness exchange settlement have been clearly implemented on (including the recalling of raised capital by overseas listing) may undertake foreign exchange settlement in

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the banks according to actual business needs of the domestic institutions. The tentative percentage of foreign exchange settlement for foreign currency earnings in capital account of domestic institutions is 100%, subject to adjust of SAFE in due time in accordance with international revenue and expenditure situations.

According to the Notice on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (Hui Fa [2020] No. 8) (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知(匯發[2020]8號)》) issued by SAFE and became effective on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital, foreign credits and the income under capital accounts of overseas listing, without providing materials to the bank in advance for authenticity verification on an item-by-item basis, provided that their utilized capital shall be authentic and in line with provisions, and conform to the prevailing administrative regulations related to the use of income under capital accounts. The concerned bank shall manage and control the relevant business risks under the principle of prudent business development and conduct spot checks afterwards in accordance with the relevant requirements. Local foreign exchange authorities shall strengthen monitoring and analysis and interim and ex-post supervision.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

PRC LAWS AND REGULATIONS

This Appendix sets out summaries of certain aspects of PRC laws and regulations, which are relevant to the Company’s operations and business. Laws and regulations relating to taxation in the PRC are discussed separately in “Appendix III — Taxation and Foreign Exchange” to this document. The principal objective of this summary is to provide potential investors with an overview of the principal PRC legal and regulatory provisions applicable to the Company. This summary is not intended to include all the information which may be important to potential investors. For more details on laws and regulations which are relevant to our business, please refer to the section headed “Regulatory Overview” in this document.

The PRC Legal System

The PRC legal system is based on the PRC Constitution (中華人民共和國憲法) and is made up of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules and regulations of State Council departments, rules and regulations of local governments, laws of special administrative regions and international treaties of which the PRC government is a signatory, and other regulatory documents. Court judgements do not constitute legally binding precedents, although they may be used for the purposes of judicial reference and guidance.

Pursuant to the PRC Constitution and the Legislation Law of the PRC (中華人民共和國立法法), the NPC and its standing committee are empowered to exercise the legislative power of the State. The NPC has the power to formulate and amend basic laws governing State organs, civil, criminal and other matters. The SCNPC is empowered to formulate and amend laws other than those required to be enacted by the NPC and to supplement and amend parts of the laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of state administration and has the power to formulate administrative regulations based on the PRC Constitution and laws.

The people’s congresses of the provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual needs of their respective administrative areas, provided that such regulations do not contravene any provision of the PRC Constitution, laws or administrative regulations. The people’s congresses of cities with districts and their respective standing committees may formulate local regulations with respect to urban and rural construction and administration, environmental protection, historical and cultural protection and other aspects according to the specific circumstances and actual needs of such cities, which will become enforceable after being reported to and approved by the standing committees of the people’s congresses of the relevant provinces or autonomous regions, provided that such local regulations do not contravene any provision of the PRC Constitution, laws, administrative regulations and local regulations of their respective provinces or autonomous regions.

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The ministries and commissions of the State Council, PBOC, the National Audit Office of the PRC and the subordinate institutions with administrative functions directly under the State Council may formulate rules and regulations within the authorization of their respective departments in accordance with the laws and administrative regulations, and the decisions and orders of the State Council. The people's governments of the provinces, autonomous regions, municipalities directly under the central government and cities with districts may formulate rules and regulations in accordance with the laws, administrative regulations and local regulations of such provinces, autonomous regions and municipalities directly under the central government.

The PRC Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations or separate regulations may contravene the PRC Constitution. The PRC laws rank higher than administrative regulations, local regulations and rules. The administrative regulations rank higher than local regulations and rules. The rules enacted by the people's governments of the provinces or autonomous regions rank higher than the rules enacted by the people's governments of the cities with districts and autonomous prefectures within the administrative areas of such provinces and the autonomous regions.

The NPC has the power to alter or annul any inappropriate laws enacted by its standing committee, and to annul any autonomous regulations or separate regulations which have been approved by its standing committee, but which contravene the PRC Constitution or the PRC Legislation Law. The SCNPC has the power to annul any administrative regulations that contravene the PRC Constitution and laws, to annul any local regulations that contravene the PRC Constitution, laws or administrative regulations, and to annul any autonomous regulations or local regulations which have been approved by the standing committees of the people's congresses of the relevant provinces, autonomous regions or municipalities, but which contravene the PRC Constitution and the PRC Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people's congresses of provinces, autonomous regions or municipalities have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The standing committees of local people's congresses have the power to annul inappropriate rules enacted by the people's governments at the corresponding level. The people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the PRC Constitution, the power to interpret laws is vested in the SCNPC. Pursuant to the Resolution of the SCNPC Providing an Improved Interpretation of the Law (全國人民代表大會常務委員會關於加強法律解釋工作的決議) passed on June 10, 1981, issues related to the further clarification or supplement of laws should be interpreted or provided by the SCNPC, issues related to the specific application of laws and decrees in a court trial should be interpreted by the Supreme People's Court, issues related to the specific application of laws and decrees in a prosecution process should be interpreted by the Supreme People's Procuratorate, and the legal issues other than the above-mentioned should be interpreted by the State Council and the competent authorities. If there are differences in principle in the

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

interpretation of the Supreme People’s court and the Supreme People’s Procuratorate, they shall be submitted to the SCNPC for interpretation or decision. The State Council and its ministries and commissions are also vested with the power to give interpretations of the administrative regulations and departmental rules which they have promulgated. At the regional level, the power to interpret regional laws is vested in the regional legislative and administrative authorities which promulgate such laws.

The PRC Judicial System

Pursuant to the PRC Constitution and the Law of Organization of the People’s Courts of the PRC (中華人民共和國人民法院組織法) most recently revised on October 26, 2018 and taking effect on January 1, 2019, the people’s courts are classified into the Supreme People’s Court, the local people’s courts at various local levels, and other special people’s courts. The local people’s courts at various local levels are divided into three levels, namely, the primary people’s courts, the intermediate people’s courts and the higher people’s courts. The primary people’s courts are further divided into civil, criminal and economic tribunals. The intermediate people’s courts have structure similar to those of the primary people’s courts and other special tribunals, such as the intellectual property courts, military courts and maritime courts. These two levels of people’s courts are subject to supervision by people’s courts at higher levels. The Supreme People’s Procuratorate is authorized to supervise the judgement and ruling of the people’s courts at all levels which have been legally effective, and the people’s procuratorate at a higher level is authorized to supervise the judgement and ruling of a people’s court at a lower level which have been legally effective. The Supreme People’s Court is the highest judicial authority in the PRC. It supervises the administration of justice by the people’s courts at all levels.

The people’s courts employ a two-tier appellate system. The judgements or rulings of the second instance at a people’s court are final. A party may appeal against the judgement or ruling of the first instance of a local people’s court. The people’s procuratorate may present a protest to the people’s court at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people’s procuratorate within the stipulated period, the judgements or rulings of the people’s court are final. Judgements or rulings of the second instance of the intermediate people’s courts, the higher people’s courts and the Supreme People’s Court are final. Judgements or rulings of the first instance of the Supreme People’s Court are also final. However, if the Supreme People’s Court or a people’s court at the next higher level discovers an error in a final and binding judgement or ruling which has taken effect in any people’s court at a lower level, or the presiding judge of a people’s court finds an error in a final and binding judgement or ruling which has taken effect in the court over which he presides, a retrial of the case may be initiated according to the judicial supervision procedures.

The Civil Procedure Law of the PRC (中華人民共和國民事訴訟法) adopted on April 9, 1991 and most recently amended on September 1, 2023, prescribes the conditions for instituting a civil action, the jurisdiction of the people’s courts, the procedures to be followed for conducting a civil action, and the procedures for enforcement of a civil judgement or ruling.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

All parties to a civil action conducted within the PRC must abide by the PRC Civil Procedure Law. A civil case is generally heard by the court located in the defendant’s place of domicile. The court of jurisdiction in respect of a civil action may also be chosen by explicit agreement among the parties to a contract, provided that the people’s court having jurisdiction should be located at places directly connected with the disputes, such as the plaintiff’s or the defendant’s place of domicile, the place where the contract is executed or signed or the place where the object of the action is located. However, such choice shall not in any circumstances contravene the provisions on grade jurisdiction and exclusive jurisdiction.

A foreign individual, a person without nationality, a foreign enterprise or a foreign organization that institute or respond to proceedings in a people’s court is given the same litigation rights and obligations as a citizen or legal person of the PRC. Should a foreign court limit the litigation rights of PRC citizens and enterprises, the PRC court shall apply the same limitations to the citizens and enterprises of such foreign country. A foreign individual, a person without nationality, a foreign enterprise or a foreign organization must engage a PRC lawyer in case he/she or it needs to engage a lawyer for the purpose of initiating actions or defending against litigations at a PRC court. In accordance with the international treaties to which the PRC is a signatory or a participant or according to the principle of reciprocity, a people’s court and a foreign court may request each other to serve documents, conduct investigation, collect evidence and conduct other actions on its behalf. A PRC court shall not accommodate any request made by a foreign court which will result in the violation of sovereignty, security or public interests of the PRC.

All parties to a civil action shall perform legally effective judgements and rulings. If any party to a civil action refuses to abide by a judgement or ruling made by a people’s court or an award made by an arbitration tribunal in the PRC, the other party may apply to the people’s court for the enforcement of the same within two years, subject to application for postponed enforcement or revocation. If a party fails to satisfy within the stipulated period a judgement which the court has granted an enforcement approval, the court may, upon the application of the other party, mandatorily enforce the judgement.

A party seeking to enforce a judgement or ruling of a people’s court against another party who is not or whose property is not within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of such judgement or ruling. Alternatively, the people’s court may, pursuant to an international treaty concluded or acceded to by the PRC or in accordance with the principle of reciprocity, request the foreign court to recognize and execute the judgement or ruling. Likewise, if the PRC has entered into either a treaty relating to judicial enforcement with the relevant foreign country or according to the principle of reciprocity, a foreign judgement or ruling may also be recognized and enforced in accordance with the PRC enforcement procedures by a PRC court unless the people’s court considers that the recognition or enforcement of such judgement or ruling would violate the basic legal principles of the PRC, its sovereignty or national security, or would not be in the public interest.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

The PRC Company Law, Overseas Listing Trial Measures and Guidance for Articles of Association

A joint stock limited company incorporated in the PRC and seeking a listing on the Stock Exchange is mainly subject to the following laws and regulations in the PRC:

- The PRC Company Law (中華人民共和國公司法) which was promulgated on December 29, 2023 and took effect on July 1, 2024;
- The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) (the “**Overseas Listing Trial Measures**”) and five relevant guidelines which were promulgated by the CSRC on February 17, 2023 pursuant to the PRC Securities Law and are applicable to the direct and indirect overseas share offering or listing of domestic companies; and
- The Guidelines for Articles of Association of Listed Companies (上市公司章程指引) (the “**Guidance for Articles of Association**”) which was most recently amended on March 28, 2025 by the CSRC. The Articles of Association is formulated based on the Guidance for Articles of Association on a reference basis, the summary of which is set out in the section entitled “Appendix V — Summary of the Articles of Association” to this document.

Set out below is a summary of the major provisions of the currently effective PRC Company Law, the Overseas Listing Trial Measures and the Guidance for Articles of Association which are applicable to the Company.

General

A joint stock limited company refers to a corporate legal person established in China under the PRC Company Law with its registered capital divided into shares. All shares of the company shall be either par value shares or no par value shares in accordance with the company’s articles of association. Where par value shares are adopted, each share shall have equal value. The liability of the company is limited to the total amount of all assets it owns and the liability of its shareholders is limited to the extent of the shares they subscribe for.

The company shall conduct its business in accordance with laws and administrative regulations. It may invest in other limited liability companies and joint stock limited companies and its liabilities with respect to such invested companies are limited to the amount invested. Unless otherwise provided by law, the company may not be a contributor that undertakes joint liabilities for the debts of the invested companies.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

Incorporation

A company may be incorporated by promotion or floatation. A company shall be incorporated by a minimum of one but no more than 200 promoters, and at least half of the promoters must be residents within the PRC. Companies incorporated by promotion are companies of which the entire registered capital is subscribed for by the promoters. Shares in the company incorporated by promotion shall not be offered to others unless the registered capital has been fully paid up. If laws, administrative regulations and decisions of the State Council have separate provisions on paid-in registered capital and the minimum registered capital, the company should follow such provisions.

For companies incorporated by way of promotion, the promoters shall subscribe in writing for the shares required to be subscribed for by them and pay up their capital contributions under the articles of association. Procedures relating to the transfer of titles to non-monetary assets shall be duly completed if such assets are to be contributed as capital. Promoters who fail to pay up their capital contributions in accordance with the foregoing provisions shall assume default liabilities in accordance with the covenants set out in the promoters’ agreements. After the promoters have confirmed the capital contribution under the articles of association, a board of directors and a board of supervisors (unless otherwise provided by laws or regulations) shall be elected and a representative authorized by the board of directors shall apply for registration of incorporation by filing the articles of association with the company registration authority, and other documents as required by laws or administrative regulations.

Where companies are incorporated by floatation, not less than 35% of their total number of shares must be subscribed for by the promoters, unless otherwise provided for by laws or administrative regulations. The promoters shall preside over and convene an inauguration meeting within thirty days from the date of the full payment of subscription capital. The inauguration meeting shall be formed by the promoters and subscribers. Where the shares issued are not fully subscribed for within the offer period stipulated in the share offering document, or where the promoter fails to convene an inauguration meeting within thirty days of the subscription capital for the shares issued being fully paid up, the subscribers may demand that the promoters refund the subscription capital so paid together with the interest calculated at bank rates of a deposit for the same period. Within thirty days of the conclusion of the inauguration meeting, a representative authorized by the board of directors shall apply to the registration authority for registration of the establishment of the company. A company is formally established and has the status of a legal person after the registration with the relevant administration for market regulation has been completed and a business license has been issued.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

Share Capital

The promoters may make a capital contribution in currencies, or non-monetary assets such as in kind, intellectual property rights or land use rights which can be appraised with monetary value and transferred lawfully, except for assets which are prohibited from being contributed as capital by laws or administrative regulations. If a capital contribution is made in non-monetary assets, a valuation of the assets contributed must be carried out pursuant to the provisions of laws or administrative regulations on valuation without any over-valuation or under-valuation.

There is no limit under the PRC Company Law as to the percentage of shares held by an individual shareholder in a company. The shares of a company are represented by stocks. A stock is a certificate issued by the company to certify the share held by a shareholder. The stock issued by the company shall be in the form of registered stock.

The issuance of shares shall be conducted in a fair and equitable manner. Each share of the same class must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. The same price per share shall be paid by any share subscriber (whether an entity or an individual). The share offering price may be equal to or greater than the par value of the share, but may not be less than the par value.

Under the Overseas Listing Trial Measures, if a domestic company offers shares overseas, it may raise funds and dividend distributions in foreign currency or Renminbi.

Under the PRC Company Law, a company issuing registered share certificates shall maintain a shareholder registry which sets forth the following matters:

- (i) the name and domicile of each shareholder;
- (ii) the type and number of shares held by each shareholder;
- (iii) for share issued in paper form, the serial numbers of shares held by each shareholder; and
- (iv) the date on which each shareholder acquired the shares.

Increase in Share Capital

In light of its operational and development needs and in accordance with laws and regulations, a company may increase its share capital under any of the following methods, subject to the resolutions be passed at a shareholders' meeting: (i) a public offering of shares; (ii) a private placement of shares; (iii) offering of bonus shares to existing shareholders; (iv) the conversion of reserve funds into shares; and (v) any other methods provided in law and administrative regulations and approved by the CSRC.

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

Pursuant to the PRC Company Law, a company may, according to its articles of association, issue the following classified shares, which have different rights from those of the common shares: (i) shares with priority or inferior rights to profits or remaining property in distribution; (ii) shares with more or less voting rights per share than those of the common shares; (iii) shares whose transfer is subject to the consent of the company and other restrictions; (iv) other classified shares provided by the State Council. A company making a public offering of shares shall not issue any of the classified shares as prescribed on items (ii) and (iii), except those issued prior to the public offering. Where a company is issuing new shares, resolutions shall be passed at shareholders’ meeting in accordance with the articles of association in respect of the class and amount of the new shares, the issue price of the new shares, the commencement and end dates for the issue of the new shares and when the new shares are proposed to be issued to existing shareholders, the class and amount of such new shares.

To offer shares overseas, the domestic company shall report the application documents for offering and listing to the CSRC for record-filing within three business days after submission of the application documents for offering and listing overseas.

Reduction of Share Capital

A company may reduce its registered capital in accordance with the following procedures prescribed by the PRC Company Law:

- (i) the company shall prepare a balance sheet and a list of properties;
- (ii) the reduction of registered capital must be approved by shareholders at the shareholders’ meeting;
- (iii) the company shall notify its creditors of the reduction in registered capital within ten days and publish an announcement of the reduction in newspapers or the National Enterprise Credit Information Publication System within thirty days of the resolution approving the reduction being passed;
- (iv) the creditors of the company may within the statutory time limit require the company to repay its debts or provide guarantees for covering the debts; and
- (v) the company must apply to the relevant company registration authority for registration of the change and reduction in registered capital.

Repurchase of Shares

Pursuant to the PRC Company Law, a company shall not purchase its own shares other than in any of the following circumstances:

- (i) reducing its registered capital;

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

- (ii) merging with another company which holds its shares;
- (iii) utilizing the shares for employee stock ownership plan or stock ownership incentive scheme;
- (iv) acquiring its own shares at the request of its shareholders who vote in a shareholders’ meeting against a resolution regarding a merger or separation;
- (v) utilizing the shares for conversion of corporate bonds which are convertible into shares issued by a listed company; and
- (vi) where it is necessary for a listed company to maintain its corporate value and stockholders’ equity.

Any company’s purchase of its own shares for any reason specified in item (i) and item (ii) of the preceding paragraph shall be subject to a resolution of the shareholders’ meeting; any company’s purchase of its own shares for any reason specified in item (iii), item (v) and item (vi) of the preceding paragraph may be subject to a resolution of the board meeting with two thirds or more of directors present, according to the provisions of the articles of associations or upon authorization by the shareholders’ meeting.

The shares acquired under the circumstance stipulated in item (i) hereof shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the repurchase of shares is made under the circumstances stipulated in either item (ii) or item (iv); and the shares held in total by a company after the repurchase under any of the circumstances stipulated in item (iii), item (v) or item (vi) shall not exceed 10% of the company’s total outstanding shares, and shall be assigned or deregistered within three years.

Transfer of Shares

Shares held by shareholders may be transferred in accordance with the relevant laws. Pursuant to the PRC Company Law, a shareholder should effect a transfer of his shares on a stock exchange established in accordance with laws or by any other means as required by the State Council. Registered shares may be transferred after the shareholders endorse the back of the share certificates or in any other manner specified by laws or administrative regulations. Following the transfer, the company shall enter the names and addresses of the transferees into its share register. No changes of registration in the share register described above shall be effected during a period of twenty days prior to convening a shareholders’ meeting or five days prior to the record date for the purpose of determining entitlements to dividend distributions, subject to any legal provisions on the registration of changes in the share register of listed companies.

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Pursuant to the PRC Company Law, shares of the company issued prior to the public offering of shares may not be transferred within one year of the date of the company’s listing on a stock exchange. Directors, supervisors and the senior management of a company shall declare to the company their shareholdings in the company and any changes thereof. During their terms of office, they may transfer no more than 25% of the total number of shares they hold in the company per annum. They shall not transfer the shares they hold within one year of the date of the company’s listing on a stock exchange, nor within half a year after they leave their positions in the company. The articles of association may set out other restrictive provisions in respect of the transfer of shares in the company held by its directors, supervisors and the senior management.

Shareholders

Under the PRC Company Law, the rights of shareholders include the rights:

- (i) to receive a return on assets, participate in significant decision-making and select management personnel;
- (ii) to petition the people’s court to revoke any resolution passed on a shareholders’ meeting or a meeting of the board of directors that has not been convened in compliance with the laws and regulations or the articles of association or whose voting has violated the laws, administrative regulations or the articles of association of the company, or any resolution the contents of which is in violation of the articles of association, provided that such petition shall be submitted within sixty days of the passing of such resolution;
- (iii) to transfer the shares according to the applicable laws and regulations and the articles of association;
- (iv) to attend or appoint a proxy to attend shareholders’ meetings and exercise the voting rights;
- (v) to inspect the articles of association, share register, counterfoil of company debentures, minutes of shareholders’ meetings, board resolutions, resolutions of the board of supervisors and financial and accounting reports, and to make suggestions or inquiries in respect of the company’s operations;
- (vi) to receive dividends in respect of the number of shares held;
- (vii) to participate in distribution of residual properties of the company in proportion to their shareholdings upon the liquidation of the company; and
- (viii) any other shareholders’ rights provided for in laws, administrative regulations, other normative documents and the articles of association.

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The obligations of shareholders include the obligation to abide by the company’s articles of association, to pay the subscription capital in respect of the shares subscribed for, to be liable for the company’s debts and liabilities to the extent of the amount of subscription capital agreed to be paid in respect of the shares taken up by them and any other shareholder obligation specified in the articles of association.

Shareholders’ Meetings

The shareholders’ meeting is the organ of authority of the company, which exercises its powers in accordance with the PRC Company Law. The shareholders’ meeting may exercise its powers:

- (i) to elect and remove the directors and supervisors and to decide on the matters relating to the remuneration of directors and supervisors;
- (ii) to review and approve the reports of the board of directors;
- (iii) to review and approve the reports of the board of supervisors or supervisors;
- (iv) to review and approve the company’s profit distribution proposals and loss recovery proposals;
- (v) to decide on any increase or reduction of the company’s registered capital;
- (vi) to decide on the issue of corporate bonds;
- (vii) to decide on merger, division, dissolution and liquidation of the company or change of its corporate form;
- (viii) to amend the company’s articles of association; and
- (ix) to exercise any other authority stipulated in the articles of association.

The shareholders’ meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

Pursuant to the PRC Company Law, a shareholders’ meeting is required to be held once every year. An extraordinary shareholders’ meeting is required to be held within two months of the occurrence of any of the following circumstances:

- (i) the number of directors is less than the number stipulated by the law or less than two thirds of the number specified in the articles of association;
- (ii) the outstanding losses of the company amounted to one-third of the company’s total share capital;

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- (iii) shareholders individually or in aggregate holding 10% or more of the company’s shares request that an extraordinary shareholders’ meeting is convened;
- (iv) the board of directors deems necessary;
- (v) the board of supervisors so proposes; or
- (vi) any other circumstances as provided for in the articles of association.

A shareholders’ meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or is not performing his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or is not performing his duties, a director nominated by more than half of the directors shall preside over the meeting. Where the board of directors is incapable of performing or is not performing its duties to convene the shareholders’ meeting, the board of supervisors shall convene and preside over such meeting in a timely manner. If the board of supervisors fails to convene and preside over such meeting, shareholders individually or in aggregate holding 10% or more of the company’s shares for ninety days or more consecutively may unilaterally convene and preside over such meeting. Where shareholders individually or in aggregate holding 10% or more of the company’s shares request to convene an extraordinary shareholders’ meeting, the board of directors and the board of supervisors shall, within ten days after receipt of such request, decide whether to convene the extraordinary shareholders’ meeting and reply to the shareholders in writing.

In accordance with the PRC Company Law, a notice of the shareholders’ meeting stating the date and venue of the meeting and the matters to be considered at the meeting shall be given to all shareholders twenty days before the meeting. A notice of extraordinary shareholders’ meeting shall be given to all shareholders fifteen days prior to the meeting.

There is no specific provision in the PRC Company Law regarding the number of shareholders constituting a quorum in a shareholders’ meeting.

Pursuant to the PRC Company Law, shareholders (excluding classified shareholders) present at a shareholders’ meeting have one vote for each share they hold, save that shares held by the company are not entitled to any voting rights.

An accumulative voting system may be adopted for the election of directors and supervisors at the shareholders’ meeting pursuant to the provisions of the articles of association or a resolution of the shareholders’ meeting. Under the accumulative voting system, each share shall be entitled to the number of votes equivalent to the number of directors or supervisors to be elected at the shareholders’ meeting, and shareholders may consolidate their votes for one or more directors or supervisors when casting a vote.

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Pursuant to the PRC Company Law, resolutions of the shareholders' meeting must be passed by more than half of the voting rights held by shareholders present at the meeting, with the exception of resolutions relating to merger, division or dissolution of the company, increase or reduction of registered share capital, change of corporate form or amendments to the articles of association, which in each case must be passed by two-thirds or more of the voting rights held by the shareholders present at the meeting. Where the PRC Company Law and the articles of association provide that the transfer or acquisition of significant assets or the provision of external guarantees by the company must be approved by way of resolution of the shareholders' meeting, the board of directors shall convene a shareholders' meeting promptly to vote on such matters.

A shareholder may entrust a proxy to attend the shareholders' meeting on his/her behalf and the matters, power and time limit of the proxy shall be clarified by such shareholder. The proxy shall present the shareholders' power of attorney to the company and exercise voting rights within the scope of authorization.

Minutes shall be prepared in respect of matters considered at the shareholders' meeting and the chairman and directors attending the meeting shall endorse such minutes by signature. The chairman of the meeting and directors attending the meeting shall sign to endorse such minutes. The minutes shall be kept together with the shareholders' attendance register and the proxy forms.

Board of Directors

A joint stock limited company shall have a board of directors which shall have at least three members, except for certain joint stock limited company with smaller scaler or few shareholders which may appoint one director without establishing a board of directors. For a company that has three hundred or more employees, the board of directors shall include the staff representative unless the board of supervisors has been established and already included the staff representative supervisor. The term of a director shall be stipulated in the articles of association, provided that no term of office shall last for more than three years. A director may serve consecutive terms if re-elected. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations and the articles of association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of directors results in the number of directors being less than the quorum.

Under the PRC Company Law, the board of directors may exercise its powers:

- (i) to convene shareholders' meetings and report on its work to the shareholders' meetings;
- (ii) to implement the resolutions passed by the shareholders at the shareholders' meetings;
- (iii) to decide on the company's operational plans and investment proposals;

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- (iv) to formulate the company's profit distribution proposals and loss recovery proposals;
- (v) to formulate proposals for the increase or reduction of the company's registered capital and the issue of corporate bonds;
- (vi) to formulate proposals for the merger, division or dissolution of the company or change of corporate form;
- (vii) to decide on the setup of the company's internal management organs;
- (viii) to appoint or dismiss the company's manager and decide on his/her remuneration and, based on the manager's recommendation, to appoint or dismiss any deputy manager and financial officer of the company and to decide on their remunerations;
- (ix) to formulate the company's basic management system; and
- (x) to exercise any other authority stipulated in the articles of association or any other authority authorized by shareholders' meeting.

Any restrictions on the powers of the board of directors set out in the articles of association may not be claimed against any bona fide third party.

Meetings of the board of directors shall be convened at least twice each year. Notices of meeting shall be given to all directors and supervisors ten days before the meeting. Interim board meetings may be proposed to be convened by shareholders representing 10% or more of the voting rights, one-third or more of the directors or the board of supervisors. The chairman shall convene the meeting within ten days of receiving such proposal, and preside over the meeting. The board of directors may otherwise determine the means and the period of notice for convening an interim board meeting. Meetings of the board of directors shall be held only if more than half of the directors are present. Resolutions of the board of directors shall be passed by more than half of all directors. Each director shall have one vote for a resolution to be approved by the board of directors. Directors shall attend the meetings of the board of directors in person. If a director is unable to attend for any reason, he/she may appoint another director to attend the meeting on his/her behalf by a written power of attorney specifying the scope of authorization. The board of directors shall make minutes of the meeting's decisions on the matters discussed at the meeting, and the directors attending the meeting shall sign the minutes.

If a resolution of the board of directors violates any laws, administrative regulations or the articles of association or resolutions of the shareholders' meeting, and as a result of which the company sustains serious losses, the directors participating in the resolution are liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director shall be relieved from that liability.

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Under the PRC Company Law, the following person may not serve as a director in a company:

- (i) a person without capacity or restricted capacity to undertake any civil liabilities;
- (ii) a person who has been sentenced to any criminal penalty for corruption, bribery, embezzlement, misappropriation of property or destruction of the socialist economic order, or who has been deprived of his political rights due to his crimes and such sentence has expired for no more than five years, or who is granted probation, if no more than two years have passed since the expiration of the probation period;
- (iii) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where no more than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- (iv) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law or has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of such revocation or the order to close down; or
- (v) a person who is listed as a dishonest person subject to enforcement by the people’s court due to failure to pay off a large amount of unliquidated mature debts.

Where a company elects or appoints a director to which any of the above circumstances applies, such election or appointment shall be null and void. A director to which any of the above circumstances applies during his/her term of office shall be released of his/her duties by the company.

Pursuant to the PRC Company Law, the board of directors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman shall be elected with approval of more than half of all the directors. The chairman shall convene and preside over board meetings and review the implementation of board resolutions. The vice chairman shall assist the chairman to perform his/her duties. Where the chairman is incapable of performing or is not performing his/her duties, the duties shall be performed by the vice chairman. Where the vice chairman is incapable of performing or is not performing his/her duties, a director elected by more than half of the directors shall perform his/her duties.

Board of Supervisors

The board of supervisors shall consist of representatives of the shareholders and an appropriate proportion of representatives of the company’s staff, among which the proportion of representatives of the company’s staff shall not be less than one-third, and the actual proportion shall be determined in the articles of association. Representatives of the company’s

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staff at the board of supervisors shall be democratically elected by the company’s staff at the staff representative assembly, general staff meeting or otherwise. The board of supervisors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman of the board of supervisors shall be elected by more than half of the supervisors. Directors and senior management shall not act concurrently as supervisors.

The chairman of the board of supervisors shall convene and preside over board of supervisors meetings. Where the chairman of the board of supervisors is incapable of performing or is not performing his/her duties, the vice chairman of the board of supervisors shall convene and preside over supervisory board meetings. Where the vice chairman of the board of supervisors is incapable of performing or is not performing his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over meetings of the board of supervisors.

Each term of office of a supervisor is three years and he/she may serve consecutive terms if re-elected. A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the articles of association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.

The board of supervisors may exercise its powers:

- (i) to review the company’s financial position;
- (ii) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, regulations, the articles of association or shareholders’ resolutions;
- (iii) when the acts of directors or senior management are detrimental to the company’s interests, to require the director and senior management to correct these acts;
- (iv) to propose the convening of extraordinary shareholders’ meetings and to convene and preside over shareholders’ meetings when the board fails to perform the duty of convening and presiding over shareholders’ meetings under the PRC Company Law;
- (v) to submit proposals to the shareholders’ meetings;
- (vi) to bring actions against directors and senior management pursuant to the relevant provisions of the PRC Company Law; and
- (vii) to exercise any other authority stipulated in the articles of association.

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Supervisors may be present at board meetings and make inquiries or proposals in respect of the resolutions of the board. The board of supervisors may investigate any irregularities identified in the operation of the company and, when necessary, may engage an accounting firm to assist its work at the cost of the company.

Audit Committee

Under PRC Company Law, a joint stock limited company may establish an audit committee composed of directors within its board of directors pursuant to the provisions of its articles of association to exercise the functions and powers of a supervisory committee as prescribed by PRC Company Law, in lieu of establishing a supervisory committee or supervisor.

The audit committee shall comprise at least three members, with a majority not holding any position in the company other than that of director and having no relationship with the company that may affect their independent and objective judgment. Employee representatives serving on the board of directors may be appointed as audit committee members.

For listed companies with audit committees, the following matters shall require approval by a majority of all audit committee members before being resolved by the board of directors:

- (i) appointment or dismissal of accounting firms engaged for the company’s audit work;
- (ii) appointment or removal of the financial controller;
- (iii) disclosure of financial accounting reports;
- (iv) other matters specified by the securities regulatory authority under the State Council.

Resolutions of the audit committee shall require approval by a majority of its members.

Manager and Senior Management

Pursuant to the PRC Company Law, a company shall have a manager who shall be appointed or removed by the board of directors. The manager shall exercise his/her powers in accordance with the company’s articles of association or the authorization of the board of directors.

Other provisions in the articles of association on the manager’s powers shall also be complied with. The manager shall be present at meetings of the board of directors. However, the manager shall have no voting rights at meetings of the board of directors unless he/she concurrently serves as a director.

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Pursuant to the PRC Company Law, senior management refers to the manager, deputy manager, financial officer, secretary to the board of directors of a listed company and other personnel as stipulated in the articles of association.

Duties of Directors, Supervisors, Managers and Other Senior Management

Directors, supervisors and senior management are required under the PRC Company Law to comply with the relevant laws, regulations and the articles of association, and shall be obliged to be faithful and diligent towards the company. Where the controlling shareholder or actual controller of the company who does not serve as a director but actually attends to the company’s affairs, shall comply with the foregoing provisions.

Directors, supervisors and management personnel are prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the company’s property.

Directors, supervisors and senior management are prohibited from:

- (i) seizing the assets of the company or misappropriating company funds;
- (ii) depositing company funds into accounts under their own names or the names of other individuals;
- (iii) taking advantage of power to accept bribes or other illegal income;
- (iv) accepting commissions paid by a third party for transactions conducted with the company for their own benefit;
- (v) unauthorized divulgence of confidential information of the company; and
- (vi) other acts in violation of their duty of loyalty to the company.

Where directors, supervisors and senior management directly or indirectly conclude any contract or engage in transactions with the company, they shall report to the board of directors or the shareholders’ meeting and seek approval by resolutions of the board of directors or the shareholders’ meeting in accordance with the articles of association. The requirement shall also apply to the conclusion of contracts or engagement in transactions by close relatives of the directors, supervisors and senior management or enterprises directly or indirectly controlled by close relatives of the directors, supervisors and senior management as well as persons who are otherwise related to the directors, supervisors and senior management.

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Directors, supervisors and senior management shall not take advantage of duty to seek business opportunities for themselves or others that would have been directed to the company, unless such act has been reported to and approved by the board of directors or the shareholders’ meeting in accordance with the articles of association or the company is unable to take the business opportunity in accordance with applicable laws, administrative regulations, and the articles of association.

Directors, supervisors and senior management shall not engage in the business similar to those of the company for themselves or others, unless such act has been reported to and approved by the board of directors or the shareholders’ meeting in accordance with the articles of association.

Income generated by directors or senior management in violation of aforementioned shall be returned to the company.

A director, supervisor or senior management who contravenes any laws, regulations or the company’s articles of association in the performance of his/her duties resulting in any loss to the company shall be liable to the company for compensation.

The Guidance for Articles of Association provides that a company’s directors and senior management shall have duties of diligence towards the company, for example, the directors shall be prudent, serious and diligent in exercising the authority conferred by the company to ensure that the business activities of the company comply with state’s laws, administrative regulations and various economic policy requirements and that the business activities do not go beyond the scope of business activities specified in the company’s business license; the directors shall treat all shareholders equally; the shareholders shall keep abreast of the company’s business management status; both the directors and the senior management shall sign written statements confirming periodic reports of the company and ensure that the information disclosed by the company is true, accurate and complete; both the directors and the senior management shall provide accurate information and materials to the audit committee and shall not interfere with the performance of duties by the audit committee; both the directors and the senior management shall have other diligence duties prescribed by laws, administrative regulations, departmental rules and the company’s articles of association.

Finance and Accounting

Pursuant to the PRC Company Law, a company shall establish its own financial and accounting systems according to the laws, administrative regulations and the regulations of the competent financial departments of the State Council. At the end of each financial year, a company shall prepare a financial report which shall be audited by an accounting firm in accordance with the laws. The financial and accounting reports shall be prepared in accordance with the laws, administrative regulations and the regulations of the financial departments of the State Council.

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The company’s financial reports shall be made available for shareholders’ inspection at the company twenty days before the convening of an annual shareholders’ meeting. A joint stock limited company that makes public stock offerings shall publish its financial reports.

When distributing each year’s profits after taxation, the company shall set aside 10% of its profits after taxation for the company’s statutory common reserve fund until the fund has reached 50% of the company’s registered capital. When the company’s statutory common reserve fund is not sufficient to make up for the company’s losses for the previous years, the current year’s profits shall first be used to make good the losses before any allocation is set aside for the statutory common reserve fund. After the company has made allocations to the statutory common reserve fund from its profits after taxation, it may, upon passing a resolution at a shareholders’ meeting, make further allocations from its profits after taxation to the discretionary common reserve fund. After the company has made good its losses and made allocations to the abovementioned reserve fund, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the articles of association.

Profits distributed to shareholders in violation of the requirements described above must be returned to the company. The company shall not be entitled to any distribution of profits in respect of shares held by it.

The premium over the nominal value of the shares of the company on issue and other income as required by relevant government authorities to be treated as the capital reserve fund shall be accounted for as the capital reserve fund. The common reserve fund of a company shall be applied to make good the company’s losses, expand its business operations or increase its capital. Where any losses need to be covered with reserve fund of the company, discretionary reserve fund and statutory common reserve fund shall first be used and if still insufficient, capital reserve fund can be used in accordance with applicable provisions. Upon the transfer of the statutory common reserve fund into increasing capital, the balance of the statutory common fund shall not be less than 25% of the registered capital of the company before such transfer.

The company shall have no accounting books other than the statutory books. The company’s capital shall not be deposited in any account opened under the name of an individual.

Appointment and Retirement of Auditors

The Guidance for Articles of Association provides that a company shall engage an accounting firm which is qualified with the PRC Securities Law to provide services including the audit of financial statements, the verification of net assets and other relevant consultancy services. The engagement term is one year and may be extended.

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Pursuant to the PRC Company Law, the appointment or dismissal of an accounting firm responsible for the company’s auditing shall be determined by shareholders at a shareholders’ meeting or the board of directors or the board of supervisors in accordance with the articles of association. The accounting firm should be allowed to make representations when the shareholders’ meeting or the board of directors conduct a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal, withholding or falsification of information. Furthermore, the Guidance for Articles of Association provides that the audit fee for the accounting firm shall also be determined by shareholders at a shareholders’ meeting.

Profit Distribution

According to the PRC Company Law, a company shall not distribute profits before losses are covered and the statutory common reserve fund is provided.

Amendments to the Articles of Association

Pursuant to the PRC Company Law, the resolution of a shareholders’ meeting regarding any amendment to a company’s articles of association requires affirmative votes by two-thirds or more of the votes held by shareholders attending the meeting.

Pursuant to the Guidance for Articles of Association, the company shall amend its articles of association under any of the following circumstances:

- (i) where, after any amendment to the PRC Company Law or any other applicable law or administrative regulation, the provisions of the articles of association conflict with the law and/or administrative regulations amended;
- (ii) where the company’s circumstances change to such an extent that they are inconsistent with what is recorded in the articles of association; and
- (iii) where the shareholders’ meeting decides to amend the articles of association.

The Guidance for Articles of Association further provides that where any amendment to the articles of association adopted by a shareholders’ meeting is subject to approval by the competent authorities, such amendment shall be submitted for approval; where any amendment involves the company’s registration items, the company’s registration with the authority shall also be amended. In addition, an announcement shall be made in accordance with the applicable provisions provided that the amendment to the articles of association is required to be disclosed by any law or regulation.

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Dissolution and Liquidation

Pursuant to the PRC Company Law, a company shall be dissolved for any of the following reasons:

- (i) the term of its operation set out in the articles of association has expired or other events of dissolution specified in the articles of association have occurred;
- (ii) the shareholders have resolved at a shareholders’ meeting to dissolve the company;
- (iii) the company is dissolved by reason of its merger or division;
- (iv) the business license of the company is revoked or the company is ordered to close down or to be dissolved in accordance with the laws; or
- (v) the company is dissolved by a people’s court in response to the request of shareholders holding shares that represent 10% or more of the voting rights of all shareholders of the company, on the grounds that the operation and management of the company has suffered serious difficulties that cannot be resolved through other means, rendering ongoing existence of the company a cause for significant losses to the shareholders’ interests.

On the occurrence of the abovementioned events, the company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.

In the event of paragraphs (i) and (ii) above, the company may carry on its existence by amending its articles of association if no property has been distributed to any shareholder. The amendments to the articles of association in accordance with the provisions described above shall require the approval of two-thirds or more of voting rights of shareholders attending a shareholders’ meeting.

Where the company is dissolved under the circumstances set forth in paragraph (i), (ii), (iv) or (v) above, the liquidation procedures shall be conducted and directors shall be the company’s liquidation obligor and it should establish a liquidation committee within fifteen days of the date on which the dissolution event occurs. The liquidation committee shall be composed of directors or any other persons provided by the articles of associations or determined by a shareholders’ meeting. If a liquidation committee is not established within the prescribed period or the liquidation fails to effect after the establishment of a liquidation committee, the interested party may file an application with a people’s court, requesting that the court appoint relevant personnel to form a liquidation committee to administer the liquidation. The people’s court should accept such application and form a liquidation committee to conduct liquidation in a timely manner.

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The liquidation committee may exercise following powers during the liquidation:

- (i) to dispose of the company’s assets and to prepare a balance sheet and an inventory of assets;
- (ii) to notify the company’s creditors or publish announcements;
- (iii) to deal with and settle any outstanding business related to the liquidation;
- (iv) to pay any outstanding tax together with any tax arising during the liquidation process;
- (v) to settle the company’s claims and liabilities;
- (vi) to distribute the company’s remaining assets after its debts have been paid off; and
- (vii) to represent the company in any civil procedures.

The liquidation committee shall notify the company’s creditors within ten days from its establishment, and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within sixty days.

A creditor shall lodge his claim with the liquidation committee within thirty days of receipt of the notification or within forty-five days of the date of the announcement if he has not received any notification.

A creditor shall, in making his claim, state matters relevant to his creditor’s rights and furnish relevant evidence. The liquidation committee shall register such creditor’s rights. The liquidation committee shall not make any settlement to creditors during the period of the claim.

Upon disposal of the company’s property and preparation of the required balance sheet and inventory of assets, the liquidation committee shall draw up a liquidation plan and submit this plan to a shareholders’ meeting or a people’s court for endorsement. The remaining assets of the company, after payment of liquidation expenses, employee wages, social insurance expenses and statutory compensation, outstanding taxes and the company’s debts, shall be distributed to shareholders in proportion to shares held by them. The company shall continue to exist during the liquidation period, although it cannot engage in operating activities that are not related to the liquidation. The company’s property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

Upon liquidation of the company’s property and preparation of the required balance sheet and inventory of assets, if the liquidation committee becomes aware that the company does not have sufficient assets to repay its liabilities, it must apply to a people’s court for a declaration of bankruptcy in accordance with the laws. Following such declaration by the people’s court, the liquidation committee shall hand over the administration matters to the bankruptcy administrator designated by the people’s court.

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Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report and submit it to the shareholders’ meeting or a people’s court for confirmation of its completion, and to the company registration authority to cancel the company’s registration, and an announcement of its termination shall be published. Members of the liquidation committee are required to discharge their duties in good faith and in compliance with relevant laws. Members of the liquidation committee shall be prohibited from abusing their authority in accepting bribes or other unlawful income and from misappropriating the company’s properties. Members of the liquidation committee are liable to indemnify the company and its creditors in respect of any loss arising from their willful or material default.

Liquidation of a company declared bankrupt according to laws shall be processed in accordance with the laws on corporate bankruptcy.

Overseas Listing

Pursuant to the Overseas Listing Trial Measures, both initial public offerings or listings in overseas markets shall be filed with the CSRC within three business days after the relevant application is submitted overseas. Subsequent securities offerings of an issuer in the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three business days after the offering is completed. Moreover, where the filing documents are complete and in compliance with stipulated requirements, the CSRC will, within twenty business days after receiving the filing documents, conclude the filing procedure and publish the filing results on the CSRC website. Where the filing documents are incomplete or do not conform to stipulated requirements, the CSRC shall request supplementation and amendment thereto within five business days after receiving the filing documents. The issuer shall then complete supplementation and amendment within thirty business days.

Loss of Share Certificates

A shareholder may, in accordance with the public notice procedures set out in the PRC Civil Procedure Law, apply to a people’s court if his share certificate(s) in registered form is either stolen, lost or destroyed, for a declaration that such certificate(s) will no longer be valid. After such a declaration has been obtained, the shareholder may apply to the company for the issue of a replacement certificate(s).

Merger and Demerger

Merger of companies may be conducted by absorption or consolidation. If companies adopt the method of absorption, the absorbed company shall be dissolved. If companies are incorporated in the form of consolidation, the parties to the merger shall be dissolved.

The parties to the merger shall enter into a merger agreement and prepare a balance sheet and a list of properties. Within ten days of the date on which the resolution on merger is made, the creditors shall be notified by the company and a public announcement shall be in the press or on the National Enterprise Credit Information Publicity System within thirty days. Creditors

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may require the company to repay its debts or provide guarantees for covering the debts within thirty days of receipt of the notification or within forty-five days of the date of the announcement if the creditor has not received any notification; and in case of a merger, the credits and debts of the merging parties shall be assumed by the surviving or the new company.

Where a company merges with another company in which the former holds not less than 90% of the shares, the acquired company is not required to obtain approval by resolution of its shareholders’ meeting, but shall notify the other shareholders who have the right to request the company to buy its equities or shares at a reasonable price. If the price paid for a company’s merger does not exceed 10% of the company’s net assets, approval by resolution of its shareholders’ meeting may not be required unless otherwise provided by the company’s articles of association. Where a company’s merger is exempt from approval by resolution of the shareholders’ meeting in the previous two cases, it shall be subject to approval by resolution of the board of directors.

In case of a division, the company’s assets shall be divided and a balance sheet and an inventory of assets shall be prepared. Within ten days of the date on which the resolution on division is made, the creditors shall be notified by the company and a public announcement shall be made in the press or on the National Enterprise Credit Information Publicity System within thirty days. The liabilities of the company which have accrued prior to the division shall be jointly borne by the separated companies, unless otherwise stipulated in the agreement in writing entered into by the company with creditors in respect of the settlement of debts prior to division.

The PRC Securities Law, Regulations and Regulatory Regimes

The PRC has promulgated a series of regulations that relate to the issue and trading of the shares and disclosure of information. In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions governing securities markets, supervising securities companies, regulating public offerings of securities by PRC companies in the PRC or overseas, regulating the trading of securities, compiling securities-related statistics and undertaking relevant research and analysis. In April 1998, the State Council consolidated the Securities Committee and the CSRC and reformed the CSRC.

The PRC Securities Law (中華人民共和國證券法) is the first national securities law in China, and the regulatory matters include the issuance and trading of securities, the acquisition of listed companies, information disclosure, obligations and responsibilities of stock exchanges, securities companies and securities regulatory authorities, etc. The PRC Securities Law comprehensively regulates activities in the PRC securities market.

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Pursuant to the PRC Securities Law, domestic enterprises issuing securities overseas directly or indirectly or listing and trading their securities overseas shall comply with the relevant provisions of the State Council. At present, the issuance and trading of shares issued overseas is mainly regulated by rules and regulations issued by the State Council and the CSRC.

Arbitration and Enforcement of Arbitral Awards

The PRC Arbitration Law (中華人民共和國仲裁法) was enacted by the SCNPC on August 31, 1994, which became effective on September 1, 1995 and was last amended on September 12, 2025. Where the parties have agreed to settle disputes by means of arbitration, a people’s court will refuse to handle a legal proceeding initiated by one of the parties at such people’s court, unless the arbitration agreement is invalid or the law stipulated otherwise.

Under the PRC Arbitration Law and the PRC Civil Procedure Law, an arbitral award shall be final and binding on the parties involved in the arbitration. If any party fails to comply with the arbitral award, the other party to the award may apply to a people’s court for its enforcement.

If the respondent puts forward evidence to prove that the arbitral award is under any of the following circumstances, the award shall not be enforced upon examination and verification by an collegial panel of the people’s court: (i) there is no arbitration agreement; (ii) the respondent was not given proper notice of the appointment of an arbitrator or of the arbitration proceedings, or was unable to present its case due to reasons for which the respondent is not responsible; (iii) the composition of the arbitral tribunal or the arbitration procedure was not in conformity with the arbitration rules; (iv) the matters decided in the award fall outside the scope of the arbitration agreement, or the arbitration institution had no authority to arbitrate the dispute.

If the people’s court determines that the enforcement of the award violates the public interest, the award shall not be enforced.

Any party seeking to enforce an arbitral award of a foreign affairs arbitration organ of the PRC against a party who or whose property is not located within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of the award. Likewise, an arbitral award made by a foreign arbitration body may be recognized and enforced by a PRC court in accordance with the principle of reciprocity or any international treaties concluded or acceded to by the PRC.

The PRC acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (承認及執行外國仲裁裁決公約) (the “**New York Convention**”) adopted on June 10, 1958 pursuant to a resolution of the SCNPC passed on December 2, 1986. The New York Convention provides that all arbitral awards made in a state which is a party to the New York Convention shall be recognized and enforced by other parties thereto subject to their rights to refuse enforcement under certain circumstances, including where the enforcement of

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the arbitral award is against the public policy of that state. At the time of the PRC’s accession to the convention, the SCNPC declared that (i) the PRC will only apply the New York Convention to the recognition and enforcement of arbitral awards made in the territory of another contracting state based on the principle of reciprocity; and (ii) the New York Convention will only apply to disputes deemed under PRC law to be arising from contractual or non-contractual mercantile legal relations.

The Arrangements on the Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (關於內地與香港特別行政區相互執行仲裁裁決的安排) were passed at the Judicial Committee meetings of the Supreme People’s Court on June 18, 1999, which came into effect on February 1, 2000, and was amended by the Supplemental Arrangement of the Supreme People’s Court for the Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region (2021) (最高人民法院關於內地與香港特別行政區相互執行仲裁裁決的補充安排(2021)). In accordance with this arrangement, awards made by PRC arbitral authorities under the Arbitration Law can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

The Supplementary Arrangements of Supreme People’s Court on Reciprocal Enforcement of Arbitration Awards between the Mainland and the Hong Kong Special Administrative Region (關於內地與香港特別行政區相互執行仲裁裁決的補充安排) were promulgated by the Supreme People’s Court on November 26, 2020. Under these arrangements, if a party fails to perform the arbitral award rendered in the Mainland or the Hong Kong, the other party may apply for enforcement to the relevant court in the place where the respondent is domiciled or where the property is located.

Judicial Judgement and its Enforcement

On January 14, 2019, the Judicial Committee of the Supreme People’s Court adopted the Arrangement on Reciprocal Recognition and Enforcement of Judgements in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排), which took effect on January 29, 2024 and seeks to establish a mechanism with greater clarity and certainty for recognition and enforcement of judgements in wider range of civil and commercial matters between Hong Kong and the mainland China. The arrangement discontinued the requirement for a choice of court agreement for bilateral recognition and enforcement. The arrangement further regulates, among others, the scope and particulars of judgements, the procedures and methods of the application for recognition or enforcement, the review of the jurisdiction of the court that issued the original judgement, the circumstances where the recognition and enforcement of judgement shall be refused, and the approaches towards remedies for the reciprocal recognition and enforcement of judgements in civil and commercial matters between the courts in mainland China and those in the Hong Kong. Upon implementation of this Arrangement, the Arrangement between the Mainland and the Hong Kong Special Administrative Region on Reciprocal Recognition and Enforcement of Judgements of Civil and Commercial Matters under Consensual Jurisdiction (關於內地與香港

APPENDIX V SUMMARY OF PRINCIPAL LAWS AND REGULATIONS

特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) which was adopted by the Judicial Committee of the Supreme People’s Court on June 12, 2006 and took effect on August 1, 2008 has been repealed.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix contains a summary of the main provisions of the Articles of Association of the Company adopted on June 9, 2025, which will take effect from the date of [REDACTED] of H shares on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide potential investors with an overview of the Articles of Association of the Company, so it may not contain all the information that is important to potential investors.

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be issued in the form of share certificates.

All shares issued by the Company shall be shares with par value, and each share shall have a par value of RMB1.

The Company shall issue shares in an open, fair and just manner, and each share of the same.

Shares of the same class issued at the same time shall be issued under the same conditions and at the same price per share; subscribers shall pay the same price per share for the shares they subscribe for.

The ordinary shares issued by the Company comprise domestic shares and overseas listed shares (H shares). Domestic shares and overseas listed shares have the same rights in respect of any distribution in the form of dividends (including distributions in cash and in kind) or otherwise.

INCREASE AND REDUCTION OF CAPITAL AND REPURCHASE OF SHARES

The Company may, based on its business and development needs and in accordance with the laws and regulations, increase its capital in the following manners upon resolutions being adopted by the shareholders’ meetings:

- (i) issuance of shares to unspecified parties;
- (ii) issuance of shares to specified parties;
- (iii) distributing bonus shares to its existing shareholders;
- (iv) conversion of capital reserve to share capital;
- (v) other means required by the laws, administrative regulations and approved by CSRC and Hong Kong Stock Exchange.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law, other relevant regulations of the PRC, the Listing Rules, other relevant regulations and the Articles of Association.

The Company shall not repurchase its own shares, except in one of the following circumstances:

- (i) to reduce the registered capital of the Company;
- (ii) to merge with other companies which hold the shares of the Company;
- (iii) to utilize its shares in employee stock ownership plans or share incentive;
- (iv) where the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the shareholders’ meeting, require the Company to repurchase the shares held by such shareholders;
- (iv) to use the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (vi) to safeguard the value of the Company and the interests of the shareholders when necessary.

The Company may repurchase its shares by open centralized transaction method or other method approved by laws, administrative regulations, the Listing Rules and the CSRC as well as the securities regulatory authorities of the place where the shares of the Company are listed.

The repurchase of the Company’s shares under the circumstances of utilizing its shares in employee stock ownership plans or share incentive, using the shares for conversion of corporate bonds issued by the Company which are convertible into shares and safeguarding the value of the Company and the interests of the shareholders when necessary, subject to compliance with the requirements of the Listing Rules and other securities regulatory rules of the place where the Company’s shares are listed, shall be conducted by way of open and centralized trading.

When the Company repurchases its own shares under any of the circumstances specified in item (i) or (ii) mentioned above, a resolution adopted by shareholders’ meeting is required. Where the Company repurchases its own shares pursuant to the provisions of items (iii), (v) and (vi), it shall be resolved by a resolution of a meeting of Board of Director attended by at least two-thirds of the directors in accordance with the provisions of the Company’s Articles of Association or the authorization of the shareholders’ meeting.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

In the event that the Company repurchases its shares under the circumstances set out in item (i) thereof, the shares shall be cancelled within 10 days after the date of repurchase; where it falls under the circumstances set out in item (ii) or (iv) thereof, the shares shall be transferred or cancelled within 6 months, where it falls under the circumstances set out in items (iii), (v) and (vi) thereof, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company and shall be transferred or cancelled within three years.

TRANSFER OF SHARES

Shares of the Company shall be transferred in accordance with the law.

The shares of the Company issued before public offering shall not be transferred for one year from the date on which the Company’s shares are listed and traded on a stock exchange.

The Directors, Supervisors and senior officers of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares of the same class in the Company per annum during their terms of office as determined when they take office. The shares of the Company they hold shall not be transferred within one year from the date when the Company’s shares are listed and traded on the stock exchange. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.

If there are other provisions on the transfer restrictions of shares in laws, regulations or rules of CSRC, such provisions shall prevail.

SHAREHOLDERS

The Company shall establish a register of members in accordance with certificates from the securities registration and clearing organization. The register of members is sufficient evidence of the shareholders’ shareholdings in the Company. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The transfer and assignment of shares shall be registered in the register of members. In respect of the register of shareholders of overseas-listed H shares, the original register of members of shares listed in the Hong Kong Stock Exchange shall be maintained in Hong Kong.

The shareholders of the Company shall enjoy the following rights:

- (i) the right to receive dividends and other distributions in proportion to their shareholdings;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (ii) the right to request, convene, preside over, attend or appoint a proxy to attend shareholders' meetings and to exercise the corresponding voting rights in accordance with the law;
- (iii) the right to supervise the Company's business operations, to present proposals and to raise enquiries;
- (iv) the right to transfer, give as a gift or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;
- (v) the right to inspect and duplicate the Articles of Association, the register of members, minutes of shareholders' meetings, resolutions of Board meetings, resolutions of Board of Supervisors and financial accounting reports, qualified shareholders shall have the right to inspect the company's accounting books and accounting vouchers;
- (vi) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in proportion to the shareholdings;
- (vii) for shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;
- (viii) other rights under laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the shares of the Company are listed and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

The controlling shareholder or the de facto controller of the Company shall exercise their rights and perform their obligations in accordance with the laws, administrative regulations, the provisions of the CSRC and the stock exchanges to protect the interests of the listed company.

Where the controlling shareholders and de facto controllers of the Company do not act as directors but actually carry out the Company's affairs, the provisions of the Articles of Association on fiduciary and diligence obligations of directors shall apply.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

SHAREHOLDERS' MEETINGS

The shareholders' meeting shall consist of all shareholders. The shareholders' meeting shall be the authority of power of the Company and shall exercise the following functions and powers in accordance with laws:

- (i) to elect and change Directors and Supervisors, and decide on the remunerations of Directors and Supervisors;
- (ii) to consider and approve reports of the Board and Supervisory Committee;
- (iii) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (iv) to resolve on the increase or reduction of the registered capital of the Company;
- (v) to resolve on the issuance of corporate bonds;
- (vi) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;
- (vii) to amend the Articles of Association;
- (viii) to resolve on the Company's appointment or dismissal of accounting firms that provide audit service to the Company;
- (ix) to consider and approve the guarantees which shall be approved at the shareholders' meeting;
- (x) to consider the purchase or sale of significant assets by the company within one year that exceed 30% of the company's latest audited total assets;
- (xi) to consider and approve the change of use of proceeds;
- (xii) to consider share incentive schemes and employee stock ownership plans;
- (xiii) to consider other matters which shall be resolved at the shareholders' meeting in accordance with laws, administrative regulations, departmental rules or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on issuance of company's bonds.

Shareholders' meetings consist of annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be held once a year within six months after the end of the previous accounting year.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The Company shall convene an extraordinary shareholders' meeting within two months upon occurrence of the following events:

- (i) when the number of Directors falls below the minimum requirement of the Company Law, or is less than two thirds of the number specified by the Articles of Association;
- (ii) when the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;
- (iii) when shareholder(s) severally or jointly holding at least ten percent of the Company's shares request(s) to convene such meeting (including preferred shares with resumed voting rights);
- (iv) when the Board considers necessary;
- (v) when the Supervisory Committee proposes to convene such meeting; and
- (vi) other circumstances stipulated by laws, administrative regulations, departmental rules, the Listing Rules and the listing rules of the places where the shares of the Company are listed or the Articles of Association.

CONVENING OF SHAREHOLDERS' MEETINGS

Shareholders' meeting shall be convened by the Board of Directors within the prescribed period.

Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, provided that such a proposal is agreed to by a majority of all independent directors. For the aforesaid proposal, the Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules, the Articles of Association and other regulations where the shares of the Company are listed, give a written feedback on whether or not it agrees to hold an extraordinary shareholders' meeting within 10 days of receipt of the proposal. Where the Board of Directors agrees to hold an extraordinary shareholders' meeting, it will send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made. If the Board of Directors does not agree to hold an extraordinary shareholders' meeting, it shall state reasons.

The Supervisory Committee may propose to the Board of Directors to hold an extraordinary shareholders' meeting and shall put forward the proposal to the Board of Directors in written form. The Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules, other regulations where the shares of the Company are listed and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary shareholders' meeting within 10 days of receipt of the proposal.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Where the Board of Directors agrees to hold an extraordinary shareholders' meeting, it shall send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made; any change to the original proposal in the notice is subject to the consent of the Supervisory Committee. In case the Board of Directors refuses to convene an extraordinary shareholders' meeting, or does not give any response within 10 days upon receipt of the proposal, the Board of Directors shall be deemed to be unable or have failed to perform its duty to convene the shareholders' meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Shareholder(s) severally or jointly holding at least 10% of the shares of the Company, including preferred shares with resumed voting rights, shall be entitled to request the Board to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board in written form. The Board shall, in accordance with laws, administrative regulations, the Listing Rules, other regulations where the shares of the Company are listed and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary shareholders' meeting within 10 days upon receipt of the request.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice for convening such meeting shall be issued within 5 days after the date of the resolution of the Board of Directors and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene such meeting, or fails to give a response within 10 days after receipt of the request, shareholders holding at least 10% of the shares of the Company (including preferred shares with resumed voting rights) separately or in aggregate shall have the right to propose to the Supervisory Committee to convene an extraordinary shareholders' meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene an extraordinary shareholders' meeting, a notice for convening such meeting shall be issued within 5 days after receipt of the request and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Supervisory Committee fails to issue a notice convening the shareholders' meeting by the prescribed period, the Supervisory Committee shall be deemed to refuse to convene and preside over such meeting, and shareholders holding at least 10% of the shares of the Company (including preferred shares with resumed voting rights) separately or in aggregate for no less than 90 consecutive days shall have the right to convene and preside over the meeting on their own.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

PROPOSALS AND NOTICES OF SHAREHOLDERS' MEETINGS

The proposals put forward to the shareholders' meetings shall fall within the scope of functions and powers of the shareholders' meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws, administrative regulations, the Listing Rules, other regulations where the shares of the Company are listed and the Articles of Association.

When the Company convenes a shareholders' meeting, the Board of Directors, the Supervisory Committee and shareholders holding 1% or more of the shares of the Company (including preferred shares with resumed voting rights) separately or in aggregate shall be entitled to put forward proposals to the Company.

Shareholders individually or jointly holding 1% or more of the shares of the Company (including preferred shares with resumed voting rights) may submit ad hoc proposals to the convener of a shareholders' meeting in writing ten days prior to shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting to announce the information of such ad hoc proposals within 2 days after receipt thereof, and submit such proposals to the shareholders' meetings.

Except as provided in the preceding paragraph, the convener of a shareholders' meeting shall not amend the proposals set out in the notice of the shareholders' meeting or put up any new proposals after the issuance of the notice of the shareholders' meeting.

The Company shall convene an annual shareholders' meeting by notifying the shareholders in writing 20 days prior to the meeting and an extraordinary shareholders' meeting by notifying the shareholders in writing 15 days prior to the meeting.

When calculating the time limit of the notice, the date of the shareholders' meeting convened shall not be included but the issue date of such notice shall be included.

After the notice of the shareholders' meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convenor shall make an supplementary notice at least two working days prior to the original date of the convening and state the reasons therefor.

HOLDING OF SHAREHOLDERS' MEETINGS

All ordinary shareholders (including preferred shareholders with resumed voting rights) and preferred shareholders with weighted voting rights registered on the record date or their proxies shall be entitled to attend the shareholders' meeting. They shall exercise their voting rights in accordance with the relevant laws and regulations, listing rules of the places where the shares of the Company are listed and the Articles of Association of the Company.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Shareholder may attend the shareholders' meeting in person, or appoint a proxy to attend and vote on his/her behalf.

A shareholders' meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting.

If a shareholders' meeting is convened by the Supervisory Committee, the chairman of the Supervisory Committee shall preside over the meeting. If the chairman of the Supervisory Committee is unable or fails to discharge his/her duties, half or more of the supervisors shall designate a supervisor to preside over the meeting.

If a shareholders' meeting is convened by the shareholders themselves, the convener or a representative nominated by the convener shall preside over the meeting.

When a shareholders' meeting is convened, if the presider of the meeting contravenes the rules of procedure, rendering the meeting impossible to proceed, with the consent from more than half of the attending shareholders with voting rights, one person may be nominated at the shareholders' meeting to serve as the presider and the meeting may proceed.

Individual shareholders attending a shareholders' meeting in person shall produce their identity cards or other valid proof or evidence of their identities, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.

For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend the shareholders' meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws.

VOTING AND RESOLUTIONS AT SHAREHOLDERS' MEETINGS

Resolutions of the shareholders' meetings shall be divided into ordinary resolutions and special resolutions.

Ordinary resolution at a shareholders' meeting shall be adopted by more than one half of the voting rights held by shareholders (including their proxies) attending the shareholders' meeting. Special resolution at a shareholders' meeting shall be adopted by at least two thirds of the voting rights held by shareholders (including their proxies) attending the shareholders' meeting.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:

- (i) the work reports of the Board of Directors and the Supervisory Committee;
- (ii) the profit distribution plans and plans for making up losses drafted by the Board of Directors;
- (iii) the dismissal and remuneration of the members of the Board of Directors and the Supervisory Committee and the method of payment of the remuneration;
- (iv) to resolve on the Company's appointment or dismissal of accounting firms that provide audit service to the Company;
- (v) to consider and approve the transactions, financial assistance and guarantees which shall be approved at the shareholders' meeting;
- (vi) to consider the connected transactions which shall be approved at the shareholders' meeting according to the Company's connected transactions policies;
- (vii) to resolve on the issuance of the corporate bond;
- (viii) the matters other than those that laws, administrative regulations, the Listing Rules, the listing rules of the places where the shares of the Company are listed or the Articles of Association require to be adopted by special resolution.

The following matters shall be resolved by way of special resolutions at a shareholders' meeting:

- (i) increase or reduction of the registered capital of the Company;
- (ii) division, merger, dissolution, liquidation and change of corporate form of the Company;
- (iii) amendments of the Articles of Association;
- (iv) purchase or disposal of major assets or guarantee of the Company within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (v) share incentive schemes;
- (vi) other matters as required by laws, administrative regulations, the Listing Rules, the listing rules of the places where the shares of the Company are listed or the Articles of Association, and matters which, as resolved by way of an ordinary resolution at a shareholders' meeting, will have a material impact on the Company and need to be approved by way of special resolutions.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share, except for preferred shareholders with weighted voting rights.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' meeting.

When the shareholders' meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' meeting shall fully disclose the voting by the unconnected shareholders.

DIRECTORS AND BOARD OF DIRECTORS

Directors shall be elected or replaced by the shareholders' meeting, and may further be removed from their office prior to the conclusion of the term thereof by the shareholders' meeting. Directors shall have a term of three years, renewable upon expiry if re-elected. The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires.

A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the Board of Directors. The existing director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association after the expiry of his/her term if no re-election is held in time.

Senior management members may serve as directors concurrently, provided that the aggregate number of directors concurrently serving as senior management members, together with directors who are employee representatives may not exceed 50% of the total number of directors of the company.

One of the directors shall be employee representative.

The Company shall have a Board of Directors which shall be accountable to the shareholders' meeting.

The Board of Directors is composed of nine directors, including four independent directors. It shall have one chairman elected by more than half of all the directors on the board of directors.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The Board shall exercise the following powers and duties:

- (i) to convene a shareholders' meeting and report its work to such meeting;
- (ii) to implement the resolutions of a shareholders' meeting;
- (iii) to decide on the operation plans and investment plans for the Company;
- (iv) to prepare the Company's profit distribution plans and loss recovery plans;
- (v) to prepare the plan for the Company to increase or reduce its registered capital, issue bonds or other securities and listing plans;
- (vi) to prepare plans of the Company with respect to material acquisitions and acquisitions of the Company's shares or merger, division, dissolution or change in the form of the Company;
- (vii) within the scope of authorization by the shareholders' meeting, to decide on matters such as outbound investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management, connected transactions and external donations;
- (viii) to decide on the establishment of the internal organizations;
- (ix) to decide to appoint or remove the general manager, secretary of the Board and other senior management of the Company, and decide on the remunerations and rewards and punishments thereof; to decide to appoint or remove the deputy general manager, financial controller and other senior management members of the Company nominated by the general manager, and decide on the remunerations and rewards and punishments thereof;
- (x) to formulate the Company's basic management system;
- (xi) to prepare plans to amend the Articles of Association;
- (xii) to manage the disclosure of information of the Company;
- (xiii) to propose to the shareholders' meeting with respect to the appointment or replacement of the accounting firm for the audit of the Company;
- (xiv) to receive the work report of the general manager of the Company and examine such work;
- (xvi) to exercise any other duties and powers specified in laws, administrative regulations, departmental rules, the Listing Rules and the listing rules of the places where the shares of the Company are listed or the Articles of Association, or authorized by shareholders' meeting.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

A director shall not enter into contracts with the Company or carry out transactions with the Company in violation of the provisions of the Articles of Association of the Company or without the consent of shareholders or a shareholders' meeting.

The Board of Directors of the Company shall establish strategy, nomination, remuneration and appraisal committee to perform duties pursuant to the Articles of Association and the authorization of the Board of Directors. The proposal of each special committee shall be submitted to the Board of Directors for deliberation and decision. The Board of Directors is responsible for formulating the rules of procedure and work protocols of the special committees.

SECRETARY TO THE BOARD

The company shall have a secretary of the Board of Directors. The secretary of the Board is a senior management member of the Company. The secretary of the Board of Directors shall comply with laws, regulations, departmental rules and relevant provisions of the Articles of Association.

The Company may appoint a securities representative to assist the secretary of the Board of Directors in the performance of his or her duties; in the event that the secretary of the Board of Directors is unable to perform his or her duties, the securities representative shall exercise his or her rights and perform his or her duties.

The Secretary of the Board of Directors is responsible for the preparation of the shareholders' meeting and the meeting of the Board of Directors, the custody of meeting minutes and documents, the management of shareholder information, information disclosure and other daily affairs.

SUPERVISORY COMMITTEE

The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three supervisors. A supervisory chairman will be appointed by election by all supervisors in a majority vote. The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor selected by no less than one half of all supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisory Committee shall consist of two shareholder representatives and one employee representative. The employee representative of the Supervisory Committee shall be elected by employees of the Company at the employee representatives' meeting or otherwise democratically.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The directors, the general manager and the senior management officers of the Company shall not act concurrently as supervisors, nor shall their spouses or immediate family members. The number of Supervisors who have served as directors or senior management officers within the last two years shall not exceed one-half of the total number of Supervisors of the Company.

The term of office of a supervisor shall be 3 years. The supervisors are renewable upon re-election and re-appointment.

The Supervisory Committee shall exercise the following duties and powers:

- (i) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;
- (ii) to review the financial position of the Company;
- (iii) to supervise the performance of Directors and senior management members of their duties to the Company, and propose dismissal of Directors and senior management members that have violated the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meetings;
- (iv) to demand rectification by Directors and senior management members when the acts of such persons are prejudicial to the Company's interest;
- (v) to propose the convening of an extraordinary shareholders' meeting, and to convene and preside over the shareholders' meeting when the Board fails to perform such duties as specified by the Company Law;
- (vi) to put forward proposals to shareholders' meetings;
- (vii) to initiate litigations against Directors and senior management member in accordance with provisions of Article 189 of the Company Law;
- (viii) to initiate investigations into any irregularities identified in the operation of the Company and, where necessary, may engage an accounting firm, a law firm and other professional institutions to assist their work at the Company's expense;
- (ix) to require directors and senior management to submit reports on the execution of their duties; and
- (x) to exercise any other duties and powers specified in the Articles of Association or authorized by the shareholders' meeting.

The Supervisory Committee meets at least once every six months. The Supervisory Committee may convene an interim meeting within 5 days when the supervisory chairman receive the proposal to convene it.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Resolutions of the Supervisory Committee shall be passed by a majority of all supervisors.

GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have several vice general managers, who shall be appointed or dismissed by the Board of Directors.

The Company's general manager, vice general manager, the chief financial officer, the secretary of the Board of Directors and any other person appointed by the Board of Directors as senior management officer are members of the senior management of the Company.

The general manager serves for a term of three years, subject to re-appointment upon the expiry of the term.

The general manager shall report to the Board and have the following duties and powers:

- (i) to take charge of the production operations and management tasks of the Company and organize the implementation of the Board's resolutions, and to report work to the Board;
- (ii) to organize the implementation of the Company's annual operating plan and investment plan;
- (iii) to devise the set-up of the Company's internal management structure;
- (iv) to devise the basic management policy of the Company;
- (v) to formulate the specific rules of the Company;
- (vi) to propose the appointment or dismissal of deputy managers and financial officers of the Company;
- (vii) to appoint or dismiss management officers, aside from those requiring the Board to decide the appointment or removal;
- (viii) other duties as granted by the Company's Articles of Association or the Board.

The general manager shall attend the board meetings.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

FINANCIAL AND ACCOUNTING SYSTEM

The company formulates its financial and accounting system in accordance with laws, administrative regulations and rules of relevant national departments. If there are other provisions in the Listing Rules or the securities regulatory authorities of the place where the company’s stocks are listed, such provisions shall apply.

The financial and accounting reports are prepared in accordance with relevant laws, administrative regulations, departmental rules, the Listing Rules and other securities regulatory rules of the company’s stock listing location.

The company will not establish separate accounting books except for statutory accounting books. The assets of the company shall not be stored in any individual’s account.

PROFIT ALLOCATION

The Company shall allocate 10% of the annual after-tax profits as the statutory reserve fund of the Company. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before any statutory reserve fund is withdrawn as per the provision of the preceding paragraph.

After withdrawing the statutory reserve fund out of its after-tax profits, the Company may also allocate some of its after-tax profits into its discretionary reserve if so resolved by the shareholders’ meeting.

After making up for the losses and making contributions to the common reserve fund, any remaining profits after tax shall be distributed to the shareholders in proportion to their respective shareholdings, except it is stipulated in the Articles of Association of the Company that profit distributions shall not be made in accordance with the shareholding proportion.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

- (i) expiry of the business term as specified by the Articles of Association or any circumstances for dissolution specified in the Articles of Association arise;
- (ii) the shareholders’ meeting has resolved to dissolve the Company;
- (iii) the merger or division of the Company requires a dissolution;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (iv) the business license is revoked, or the Company is ordered to close down or is dissolved according to laws; and
- (v) if the Company suffers significant hardship in its operation and management, and the ongoing existence would bring significant losses for shareholders that cannot be resolved through other means, the shareholders holding at least ten percent of the total voting rights of the Company may request the People's Court to dissolve the Company.

In the case of item (i) (ii) mentioned above, provided that no distribution of properties have been made to the shareholder, the Company may survive by amending the Articles of Association or approved by shareholders' resolutions. Such resolutions shall be approved by more than two-thirds of the voting rights represented by the shareholders present at the shareholders' meeting.

Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) above, the Company shall liquidate. Directors shall be the liquidation obligors, and shall establish a liquidation group to commence liquidation within fifteen days upon the occurrence of the circumstances for dissolution. The liquidation group shall consist of directors, unless otherwise provided in the Articles of Association or as resolved by a shareholders' meeting to elect others.

The liquidation group shall exercise the following functions and power during the period of liquidation:

- (i) liquidating the properties of the Company, and preparing the balance sheets and asset checklists separately;
- (ii) informing creditors by a notice or public announcement;
- (iii) disposing of and liquidating the unfinished businesses of the Company;
- (iv) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;
- (v) clearing off credits and debts;
- (vi) disposing of the residual properties after settling such debt; and
- (vii) participating in the civil litigation on behalf of the Company.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The liquidation group shall, within ten days of its formation, notify the creditors, and shall, within 60 days, make public announcements in a newspaper or the National Enterprise Credit Information Publication System. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation group.

After the liquidation group has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the shareholders' meeting or the People's Court for confirmation.

The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

AMENDMENT TO ARTICLES OF ASSOCIATION

Under any one of the following circumstances, the Company shall amend the Articles of Association:

- (i) after amendment has been made to the Company Law, the relevant laws, administrative regulations or the Listing Rules, the contents of the Articles of Association have conflict with the amended laws, administrative regulations or the Listing Rules;
- (ii) the changes that the Company have undergone are not in consistence with the records made in the Articles of Association; and
- (iii) the shareholders' meeting decides that the Article of Association should be amended.

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FURTHER INFORMATION ABOUT THE COMPANY

Incorporation

The Company was established as a limited liability company under the laws of the PRC on September 20, 2018 and was converted into a joint stock company with limited liability on December 18, 2022.

The Company has established a place of business in Hong Kong at Room 1916, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. The Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Non-Hong Kong Companies) Regulation (Chapter 622J of the Laws of Hong Kong) on June 26, 2025, with Wong Nga Sim of Room 1916, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong appointed as the Hong Kong authorised representative of the Company for acceptance of the service of process and any notices required to be served on the Company in Hong Kong.

As the Company was incorporated in the PRC, its operations 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 V and Appendix VI, respectively.

Changes in the Share Capital of the Company

On September 20, 2018, the predecessor of the Company was established as a limited liability company under the laws of the PRC with a registered capital of RMB10,000,000. The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this document:

- On March 5, 2024, the registered capital of the Company was increased from RMB33,756,680 to RMB35,546,378, the increased registered capital of which was contributed by Xuzhou High Tech;
- On June 3, 2024, the registered capital of the Company was increased from RMB35,546,378 to RMB60,000,000. Such increase in registered capital was due to (i) Chengdu Jiulian contributed to RMB1,344,785 of the registered capital, and then (ii) the issue by way of conversion of capital reserve in the proportion of 6.2641 Shares for every ten existing Shares held by a Shareholder of the Company, resulting in the increase of registered capital of the Company to RMB60,000,000.
- On September 9, 2025, the registered capital of the Company was increased from RMB60,000,000 to RMB61,552,413, such increase was contributed by Hainan Kangzhe.

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

- On October 10, 2025, the registered capital of the Company was increased from RMB61,552,413 to RMB61,687,861, such increase was contributed by Sichuan Zhongshi.
- On February 25, 2026, the registered capital of the Company was increased from RMB61,687,861 to RMB62,211,800, such increase was contributed by Qianshan Jingqian.

For further details, see “History and Development” in this document. Save as disclosed above, there has been no alteration in the share capital of the Company within two years immediately preceding the date of this document.

Resolutions Passed by Our Shareholders’ General Meeting in Relation to the [REDACTED]

At the extraordinary general meetings of the Shareholders held on June 9, 2025, December 16, 2025 and February 24, 2026, respectively, the following resolutions, among other things, were duly passed:

- (i) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (ii) the number of H shares to be issued shall be no more than [REDACTED] of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant of the [REDACTED] in respect of no more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (iii) subject to the filing procedure with the CSRC, upon completion of the [REDACTED], [REDACTED] Domestic Unlisted Shares in aggregate held by all 57 Shareholders will be converted into H Shares on a one-for-one basis;
- (iv) authorization of the Board or its authorized individuals to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of H Shares on the Hong Kong Stock Exchange; and
- (v) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules.

APPENDIX VII STATUTORY AND GENERAL INFORMATION

Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountant’s Report as set out in Appendix I.

The following subsidiaries of the Company were incorporated within two years immediately preceding the date of this document:

No.	Name	Place of Incorporation	Date of Incorporation
1 . . .	Jingze Ruihe	PRC	December 17, 2025
2 . . .	Guangdong Jingze	PRC	December 19, 2025

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

FURTHER INFORMATION ABOUT THE BUSINESS

Summary of Material Contracts

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

- (a) the [REDACTED]; and
- (b) [●].

Intellectual Property

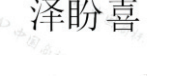
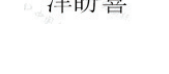
As at the Latest Practicable Date, the following intellectual property rights are material to the Group’s business:

Trademarks

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

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
1. . .		5, 10, 42, 44	Our Company	Hong Kong	306633469	August 6, 2034

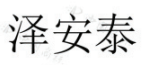
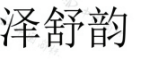
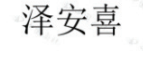
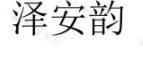
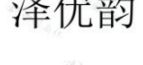
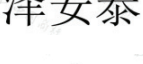
APPENDIX VII STATUTORY AND GENERAL INFORMATION

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
2. . .		5, 10, 42, 44	Our Company	Hong Kong	306633450	August 6, 2034
3. . .		5, 10, 42, 44	Our Company	Hong Kong	306633441	August 6, 2034
4. . .		5	Shanghai Jingze	PRC	57550889	January 20, 2032
5. . .		5	Shanghai Jingze	PRC	57538593	January 20, 2032
6. . .		44	Shanghai Jingze	PRC	57463588	January 13, 2032
7. . .		5	Shanghai Jingze	PRC	57446468	January 13, 2032
8. . .		10	Shanghai Jingze	PRC	57443935	January 13, 2032
9. . .		42	Shanghai Jingze	PRC	57442437	April 6, 2032
10. . .		5	Shanghai Jingze	PRC	55154209	November 13, 2031
11. . .		42	Shanghai Jingze	PRC	55151378	January 13, 2032
12. . .		10	Shanghai Jingze	PRC	55139251	November 13, 2031
13. . .		5	Shanghai Jingze	PRC	55128772	November 13, 2031
14. . .		44	Shanghai Jingze	PRC	55123887	November 13, 2031
15. . .		10	Shanghai Jingze	PRC	15733873	January 13, 2026
16. . .		10	Shanghai Jingze	PRC	15732481	January 6, 2026
17. . .		5	Shanghai Jingze	PRC	15732398	April 6, 2026
18. . .		5	Shanghai Jingze	PRC	15732349	April 6, 2026
19. . .		10	Chengdu Jingze	PRC	74082006	March 6, 2034
20. . .		5	Chengdu Jingze	PRC	74095250	March 6, 2034

APPENDIX VII STATUTORY AND GENERAL INFORMATION

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
21. . .	泽盼安	5, 10	Chengdu Jingze	PRC	74575538	April 20, 2034
22. . .	景明观	5	Chengdu Jingze	PRC	59591015	March 13, 2032
23. . .	泽寓生	10	Chengdu Jingze	PRC	59587969	March 13, 2032
24. . .	泽育宝	10	Chengdu Jingze	PRC	59586255	March 13, 2032
25. . .	泽蕴宝	5	Chengdu Jingze	PRC	59585953	March 13, 2032
26. . .	泽贺宝	5	Chengdu Jingze	PRC	59585575	March 13, 2032
27. . .	泽蕴宝	10	Chengdu Jingze	PRC	59576519	March 13, 2032
28. . .	泽寓生	5	Chengdu Jingze	PRC	59567340	March 13, 2032
29. . .	泽育宝	5	Chengdu Jingze	PRC	59567322	March 13, 2032
30. . .	景明观	10	Chengdu Jingze	PRC	59566097	March 13, 2032
31. . .	泽育宝	10	Chengdu Jingze	PRC	59565750	March 13, 2032
32. . .	景适清	5	Chengdu Jingze	PRC	71674346	November 6, 2033
33. . .	景适康	5	Chengdu Jingze	PRC	71663502	November 6, 2033
34. . .	景乐明	5	Chengdu Jingze	PRC	71681845	November 6, 2033
35. . .	景乐舒	5	Chengdu Jingze	PRC	71683760	January 20, 2034
36. . .	景适明	5	Chengdu Jingze	PRC	71686113	January 20, 2034
37. . .	泽安欣	5	Shanghai Jingze	PRC	57562304	January 20, 2032
38. . .	泽安欣	5	Shanghai Jingze	PRC	57540652	January 20, 2032
39. . .	泽安欣	10	Shanghai Jingze	PRC	57466824	January 13, 2032
40. . .	泽安欣	5	Shanghai Jingze	PRC	57440583	January 13, 2032

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No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
41. . .		5	Suzhou Jingze	PRC	71690952	November 13, 2033
42. . .		5	Suzhou Jingze	PRC	71684032	November 13, 2033
43. . .		5	Suzhou Jingze	PRC	71682478	November 13, 2033
44. . .		5	Suzhou Jingze	PRC	71676506	November 13, 2033
45. . .		10	Suzhou Jingze	PRC	71669084	November 13, 2033
46. . .		10	Suzhou Jingze	PRC	71676552	November 13, 2033
47. . .		10	Suzhou Jingze	PRC	71667192	November 13, 2033
48. . .		10	Suzhou Jingze	PRC	71689384	November 13, 2033
49. . .		10	Suzhou Jingze	PRC	71666961	November 13, 2033
50. . .		16	Chengdu Jingze	PRC	83287848	August 20, 2035
51. . .		28	Chengdu Jingze	PRC	83285554	October 20, 2035
52. . .		5	Chengdu Jingze	PRC	84772149	March 13, 2036
53. . .		28	Chengdu Jingze	PRC	83288891	February 27, 2036
54. . .		5	Chengdu Jingze	PRC	85013910	May 6, 2036
55. . .		5	Chengdu Jingze	PRC	85263227	December 6, 2035

APPENDIX VII STATUTORY AND GENERAL INFORMATION

Domain Names

As at the Latest Practicable Date, the Group had registered the following domain names which are material to its business:

No.	Domain Name	Registered Owner	Expiry Date
1. . .	www.jingzepharma.com	Chengdu Jingze	June 28, 2031

Patents

As at the Latest Practicable Date, the Group have been granted the following patents which are material to its business:

No	Patent Name	Type	Patent Holder	Jurisdiction of Registration	Patent Number	Date of Application	Expiry Date
1. . .	A Recombinant Human Follicle Stimulating Hormone and A Preparation Method Thereof (重組人促卵泡激素及其製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN201910704414.5	July 31, 2019	July 31, 2039
2. . .	A Method to Purify FSH5 (純化FSH方法)	Invention	Shanghai Jingze	PRC	CN202110272276.5	March 12, 2021	March 12, 2041
3. . .	Pen-Type Injector (筆式注射器)	Appearance Design	Shanghai Jingze	PRC	CN202130132069.0	March 11, 2021	March 11, 2031
4. . .	A Human Recombinant Follicle-Stimulating Hormone Injection Preparation and A Preparation Method Thereof (一種人重組卵泡刺激素注射劑及其製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202211152386.9	September 21, 2022	September 21, 2042
5. . .	A Preparation Method of Recombinant Human Oxkerin Plasmin (重組人奧克纖溶酶的製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN201911398263.1	December 30, 2019	December 30, 2039
6. . .	A Method for Preparing Recombinant Human Octoplasmin (一種製備重組人奧克纖溶酶原的製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202210051760.X	January 17, 2022	January 17, 2042

APPENDIX VII STATUTORY AND GENERAL INFORMATION

No	Patent Name	Type	Patent Holder	Jurisdiction of Registration	Patent Number	Date of Application	Expiry Date
7. . .	A Method for Preparing Recombinant Human Octoplasmin (一種製備重組人奧克纖溶酶的方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202210051762.9	January 17, 2022	January 17, 2042
8. . .	A Method for Removing/Inactivating Virus (去除/滅活病毒的方法)	Invention	The Company and Shanghai Jingze	PRC	CN202011112058.7	October 16, 2020	October 16, 2040
9. . .	A Preparation Method of Recombinant Human Antibody Fusion Protein (一種重組人抗體融合蛋白的製備方法)	Invention	The Company and Shanghai Jingze	PRC	CN202011112039.4	October 16, 2020	October 16, 2040
10. .	A Preparation Method of Recombinant Human Antibody Fusion Protein (一種重組人抗體融合蛋白的製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202210108226.8	January 28, 2022	January 28, 2042
11. .	A method for purifying high-purity recombinant follicle-stimulating hormone (一種高純度重組促卵泡刺激素純化方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN201910703218.6	July 31, 2019	July 31, 2039
12. .	Package (Recombinant Human Follicle-Stimulating Hormone for Injection) (包裝盒(注射用重組人促卵泡激素))	Appearance Design	The Company, Shanghai Jingze, Chengdu Jingze and Suzhou Jingze	PRC	CN202530004914.4	January 6, 2025	January 6, 2040
13. .	A Preparation Method of Recombinant Human Anti-VEGF Antibody Fusion Protein (一種重組人抗VEGF抗體融合蛋白的製備方法)	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202211619842.6	December 15, 2022	December 15, 2042

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As at the Latest Practicable Date, the Group had applied the following patents which are material to its business:

No	Patent Name	Type	Applicant	Jurisdiction of Registration	Application Number	Date of Application
1. . .	A Follicle Stimulating Hormone Freeze-Dried Preparation, A Preparation Method and Application Thereof (Divisional Application) (卵泡刺激素凍乾制劑及其制備方法和用途(分案))	Invention	The Company, Shanghai Jingze and Chengdu Jingze	PRC	CN202310223677.0	March 9, 2023
2. . .	A Method for Detecting Charge Heterogeneity of Recombinant Human Follicle Stimulating Hormone (一種重組人促卵泡激素電荷異質性的檢測方法)	Invention	Chengdu Jingze, the Company, Shanghai Jingze and Suzhou Jingze	PRC	CN202410216487.0	February 27, 2024
3. . .	A Preparation Method of Recombinant Human Octoplasmin (一種重組人奧克纖溶酶原的製備方法)	Invention	Chengdu Jingze, Shanghai Jingze, the Company and Suzhou Jingze	PRC	CN202410557085.7	May 7, 2024
4. . .	Injection pen (注射筆)	Invention	The Company, Shanghai Jingze, Chengdu Jingze and Suzhou Jingze	PRC	CN202630087046.5	February 25, 2026

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Software copyrights

As of the Latest Practicable Date, the Group had registered the following software copyrights which are material to its business:

No	Software Name	Registrant	Registration Number	Date of Registration
1. . . .	Protein Purification Production Interaction System V1.0 (蛋白純化儀生產交互系統V1.0)	Shanghai Jingze	2022SR1508714	November 16, 2022
2. . . .	Cellular Construction Data Acquisition System V1.0 (細胞構建數據採集系統V1.0)	Shanghai Jingze	2022SR1508774	November 16, 2022
3. . . .	Lyophilised Agent Analysis Production Big Data System V1.0 (凍幹劑分析生產大數據系統V1.0)	Shanghai Jingze	2022SR1514001	November 16, 2022

DISCLOSURE OF INTERESTS

Disclosure of Interests of Directors, Supervisors and Chief Executive of the Company

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests and/or short positions (as applicable) of the Directors, Supervisors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any interests and/or short positions (as applicable) in shares, underlying Shares or debentures of any of the Company’s associated corporations (within the meaning of Part XV of the SFO) which (1) will have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (2) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (3) will be required, pursuant to Model

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Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange, in each case once the Shares are [REDACTED] on the Hong Kong Stock Exchange, will be as follows:

Interests/Short Positions in the Shares

Name of Shareholder	Nature of Interest	Type of Shares	Number of Shares Held or Interested	Approximate Percentage of Shareholding in the Total Issued Share Capital upon completion of the [REDACTED] (%)
Mr. Peng	Beneficial owner	H Shares	[15,866,504]	[REDACTED]%
	Interest in controlled corporations ⁽¹⁾	H Shares	[4,122,451]	[REDACTED]%
Mr. Xu Yi	Interest in controlled corporations ⁽²⁾	H Shares	[2,216,788]	[REDACTED]%

Notes:

- (1) For details, see “Substantial Shareholders” in this document.
- (2) Mr. Xu Yi is the executive partner of Jingze Zhongjian. Therefore, Mr. Xu Yi is deemed to be interested in 2,216,788 H Shares held by Jingze Zhongjian under the SFO.

Save as disclosed above, none of the Directors, Supervisors or the chief executive of the Company will, immediately following the completion of the [REDACTED], have an interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of the Company or any interests and/or short positions (as applicable) in the shares, underlying Shares or debentures of the Company’s associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to the 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 they are taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) 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 the Company and the Hong Kong Stock Exchange, in each case once the Shares are [REDACTED] on the Hong Kong Stock Exchange.

Disclosure of Interests of Substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the

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provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company or of any member of the Group, see “Substantial Shareholders”.

FURTHER INFORMATION ABOUT DIRECTORS AND SUPERVISORS

Particulars of the Service Contracts

Each of our Directors and Supervisors [has entered into] a service contract with our Company. The principal particulars of these service contracts comprise (a) the term of the service; (b) termination provisions; and (c) dispute resolution provision. The service contracts 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 or Supervisors has or is proposed to have entered into any service contract with any member of the Group (excluding contracts expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Remuneration of Directors and Supervisors

For details of the remuneration of Directors and Supervisors, see “Directors, Supervisors and Senior Management — Remuneration of the Directors, Supervisors and Senior Management” and Note 9 in “Appendix I — Accountants’ Report”.

Agency Fees or [REDACTED] Received

The [REDACTED] will receive an [REDACTED] in connection with the [REDACTED], as detailed in “[REDACTED] — Total [REDACTED]”. Save in connection with the [REDACTED], no [REDACTED], discounts, brokerages or other special terms have been granted by the Group to any person (including the Directors, promoters and experts referred to in “Other Information — Qualifications and Consents of Experts” below) in connection with the issue or sale of any capital or security of the Company or any member of the Group within the two years immediately preceding the date of this document.

Within the two years immediately preceding the date of this document, no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of the Company.

Personal Guarantees

The Directors have not provided personal guarantees in favour of lenders in connection with banking facilities granted to the Group.

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Disclaimers

- (a) Saved as the 97.78 square meters of property leased by Mr. Peng to Chengdu Jingze, none of the Directors, Supervisors nor any of the experts referred to in “Other Information — Qualifications and Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (b) Save in connection with the [REDACTED], none of the Directors, Supervisors nor any of the experts referred to in “Other Information — Qualifications and Consents of Experts” below, is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Group.
- (c) None of the Directors are interested in any business apart from the Group’s business which competes or is likely to compete, directly or indirectly, with the business of the Group.
- (d) No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any promoter of the Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the [REDACTED] or related transactions as mentioned.
- (e) So far as is known to the Directors, none of the Directors or their associates or any Shareholders who are expected to be interested in 5% or more of the issued share capital of the Company has any interest in the five largest customers or the five largest suppliers of the Group in each year during the Track Record Period.

[REDACTED] SHARE INCENTIVE SCHEMES

The following is a summary of the principal terms of the [REDACTED] Share Incentive Schemes.

The Company adopted a 2021 share incentive scheme and a revised share incentive scheme in 2025 (collectively, the “[REDACTED] Share Incentive Schemes”). The terms of the [REDACTED] Share Incentive Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve any grant of Awards (as defined below) or issuance of new H Shares by the Company after the [REDACTED].

Purpose

The purposes of the [REDACTED] Share Incentive Schemes are, among other things, (i) to establish a profit-sharing mechanism between employees and shareholders to align their interests, promoting a focus on the company’s long-term development and creating greater

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value for shareholders; (ii) to develop an incentive system that encourages collaboration and win-win outcomes, fully engaging employees’ motivation and creativity to ensure the company’s long-term, stable, and sustainable growth; and (iii) to attract top management talent and key personnel in research and business to maintain stability in management and R&D teams, enhance employee cohesion, and strengthen the Company’s ongoing operational capabilities.

Administration

The shareholders’ general meeting of the Company is the highest decision-making body for the [REDACTED] Share Incentive Schemes, responsible for approving the adoption, subsequent changes or termination of the [REDACTED] Share Incentive Schemes. The Board is responsible for the execution and management of the [REDACTED] Share Incentive Schemes.

The participants under the [REDACTED] Share Incentive Schemes and relevant Awards granted shall be proposed by the Board to the shareholders’ general meeting of the Company for approval.

Participants

Persons eligible to participate in the [REDACTED] Share Incentive Schemes are directors, management, key technical personnel, employees and consultants who made contributions to the Group that the Board thinks appropriate, taking into account factors including the particular expertise and professional qualifications of the relevant individual, contributions made to the Group and seniority (each a “Participant”).

Awards

Under the [REDACTED] Share Incentive Schemes, eligible Participants have been granted a right to subscribe for the limited partnership interests (the “Awards”) of our employee shareholding platforms, Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen.

Source and number of Shares

The Shares underlying the Awards granted under the [REDACTED] Share Incentive Schemes are held by the employee shareholding platforms. Upon the grant of Awards, the Participants shall hold limited partnership interests in the employee shareholding platforms to reflect their respective Awards.

As of the Latest Practicable Date, the number of Shares underlying the Awards granted under the [REDACTED] Share Incentive Scheme were 4,122,451 Shares consisting of 2,592,003 Shares through Jingze Zhongzhi and 1,530,448 Shares through Jingze Zhongkang, representing approximately 6.63% of our total issued Shares immediately before the completion of the [REDACTED] and [REDACTED]% of our total issued Shares immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

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Grant price and source of funding

Pursuant to the [REDACTED] Share Incentive Schemes, the grant price for the Award under the [REDACTED] Share Incentive Schemes is determined based on the net asset value per registered capital of the Company as of March 31, 2021, which is RMB11.78 per registered capital. The grant price may be further adjusted on a *pro rata* basis under the circumstances of the stock split, merger, consolidation or other changes to the share capital of the Company, or otherwise as approved by the shareholders’ general meeting of the Company.

The Participants shall pay the grant price for the Award with their own funds.

Lock-up

Subject to applicable laws and regulations, the Shares underlying the Awards granted under the [REDACTED] Share Incentive Schemes are subject to a lock-up period of three to five years since the date of the relevant Participants becoming the limited partners and completing the capital contribution in the share incentive platforms.

Lapse, cancel and management of the Awards

The Participants shall transfer their Awards back to the general manager of the shareholding platforms or other entities designated by the general manager, if (i) there occurs any material violation by the Participants, including any criminal offenses, or any material violations of the Company’s internal policies, or any breach of the non-competing undertakings; or (ii) the Participants cease to be employed by the Group; or (iii) the Participants fail to satisfy any eligibility requirements as a shareholder of the Company.

The repurchase price of such Awards shall be determined in accordance with the [REDACTED] Share Incentive Schemes.

Details of the Awards granted

Structure of the employee shareholding platforms

As of the Latest Practicable Date, the Company had four employee shareholding platforms, Jingze Zhongzhi, Jingze Zhongkang, Jingze Zhongcheng and Jingze Runsen.

Each of Jingze Zhongzhi and Jingze Zhongkang directly held 2,592,003 Shares and 1,530,448 Shares, respectively. Mr. Peng is the general partner of each of Jingze Zhongzhi and Jingze Zhongkang.

Each of Jingze Zhongcheng and Jingze Runsen is a limited partner of Jingze Zhongzhi, holding 35.90% partnership and 19.93% partnership, respectively. Mr. Peng is the general partner of each of Jingze Zhongcheng and Jingze Runsen.

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Awards granted

As of the Latest Practicable Date, Awards representing all the 4,122,451 Shares under the [REDACTED] Share Incentive Schemes to 67 Participants have been granted, representing [REDACTED]% of the total issued Shares immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

Details of the Awards under the [REDACTED] Share Incentive Schemes granted to the Directors and Supervisors of the Company or our subsidiaries, who are connected persons of the Company, as of the Latest Practicable Date are also set out below:

<u>Partners of Jingze Zhongzhi</u>	<u>General/Limited partnership</u>	<u>Percentage of capital contribution in Jingze Zhongzhi</u>
Mr. Peng (our executive Director)	General partner	19.44%
Jingze Zhongcheng	Limited partner	35.90%
Jingze Runsen	Limited partner	19.93%
Ms. Feng Ling (our former executive Director) ⁽¹⁾	Limited partner	1.82%
Other 18 participants ⁽²⁾	Limited partner	22.91%

<u>Partners of Jingze Zhongkang</u>	<u>General/Limited partnership</u>	<u>Percentage of capital contribution in Jingze Zhongkang</u>
Mr. Peng (our executive Director)	General partner	2.1307%
Mr. Han Weiye (our former Director) ⁽³⁾	Limited partner	20.9883%
Mr. Sun Haisheng (our employee)	Limited partner	63.7620%
One former employee ⁽³⁾	Limited partner	13.1190%

<u>Partners of Jingze Zhongcheng</u>	<u>General/Limited partnership</u>	<u>Percentage of capital contribution in Jingze Zhongcheng</u>
Mr. Peng (our executive Director)	General partner	0.004%
Mr. Liang Guanjun (our executive Director)	Limited partner	10.74%
Other 29 participants ⁽⁴⁾	Limited partner	89.256%

<u>Partners of Jingze Runsen</u>	<u>General/Limited partnership</u>	<u>Percentage of capital contribution in Jingze Runsen</u>
Mr. Peng (our executive Director)	General partner	0.007%
Other 23 participants ⁽⁵⁾	Limited partner	99.003%

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Notes:

- (1) Ms. Feng Ling resigned as an executive Director in December 2025 to focus on family matters. She currently serves as an external consultant of the Group, providing guidance on production and quality-related matters.
- (2) The 18 participants include 17 employees of the Group and an consultant, who is the former employee of the Group and currently provides consultancy and guidance on production and business development-related matters. None of such participants held 30% or more of the limited partnership interests in Jingze Zhongzhi as of the Latest Practicable Date.
- (3) Both Mr. Han Weiyue and the former employee currently serve as the consultants of the Group, who provide (a) technical guidance for JZB30 including manufacturing and marketing authorization (registration) submission for JZB05 and JZB32 and (b) consultancy and guidance on clinical development strategies for the Company’s products, including JZB36 and other pipeline products, respectively.
- (4) All of such 29 participants are employees of the Group, and none of whom held 30% or more of the limited partnership interests in Jingze Zhongcheng as of the Latest Practicable Date.
- (5) The 23 participants include 22 employees of the Group and an Independent Third Party external consultant, who provides consultancy and guidance on clinical development strategies for the Company’s products, including JZB36. None of such participants held 30% or more of the limited partnership interests in Jingze Runsen as of the Latest Practicable Date.

OTHER INFORMATION

Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on the Group.

Litigation

As of the Latest Practicable Date, the Company was not engaged in any outstanding litigation or arbitration which may have material adverse effect on the [REDACTED] and, so far as the Directors are aware, no material litigation or claim was pending or threatened by or against the Company.

Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors will receive a fee of approximately HK\$9.8 million for acting as the joint sponsors for the [REDACTED].

Compliance Adviser

The Company has appointed Guoyuan Capital (Hong Kong) Limited as the compliance adviser upon [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

Preliminary Expenses

The Company has not incurred any material preliminary expenses.

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Promoters

The information of our promoters when we were established as a joint stock limited company is as follows:

Name of Shareholder	Number of Shares held upon our Establishment	Shareholding percentage upon our establishment (%)
Mr. Peng	9,755,564	31.45
Jingze Zhongzhi	1,593,700	5.14
Jingze Zhongjian	1,525,000	4.92
Xiamen Yinglian	1,341,893	4.33
Anhui Railway Fund	1,332,528	4.30
Zhonghe Anke	1,210,799	3.90
Jingze Zhongkang	941,000	3.03
Yingchuang Taifu	931,000	3.00
Chongqing Southern Investment	781,755	2.52
TopoScend Venture Capital	639,617	2.06
Sichuan Science and Technology Achievements Transformation Fund	639,617	2.06
Hefei New Economy	585,853	1.89
Tibet Renfu	568,545	1.83
Xiamen Red Horse	561,488	1.81
Anhui Anhua	515,244	1.66
Zhonghe AUTEK.	493,944	1.59
Hefei Industrial Investment	490,808	1.58
Hangzhou Tanhe	486,829	1.57
Mingcheng Zhihui	479,713	1.55
Efung Shixin	479,713	1.55
Hangzhou Tigermed.	479,713	1.55
Hansi Botou	407,504	1.31
Hutong Investment	355,350	1.15
Zhongke Chuxin	355,341	1.15
Longmaide Venture Capital	338,814	1.09
Qianhai Zhaohuan	319,809	1.03
Hehao Investment	319,807	1.03
Jiaxing Youze	300,000	0.97
Efung Phase IX	285,153	0.92
Jinzhi Investment.	285,153	0.92
Minghong Kefu	285,153	0.92
Kexun Lianshan.	253,469	0.82
Shanghai Hongdi	246,972	0.80
Xingkong Ruiheng.	239,856	0.77
Yangzhou Zhuyu	205,810	0.66

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Name of Shareholder	Number of Shares held upon our Establishment	Shareholding percentage upon our establishment (%)
Jiaxing Yinglian	205,810	0.66
Hefei Emerging Industry	195,437	0.63
Fuka Investment	177,670	0.57
Shenzhen Hi-Tech Investment	159,904	0.52
Hengsheng Investment	159,904	0.52
HT Intelligent Technology	60,000	0.19
Yingjia Investment	30,186	0.10
Total	<u>31,021,425</u>	<u>100.00</u>

Within the two years immediately preceding the date of this document, no cash, securities, or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

Qualifications and Consents of Experts

The qualifications of the experts which have given opinions or advice which are contained in, or referred to in, this document are as follows:

Name of Expert	Qualifications
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) of regulated activities under the SFO
Guoyuan Capital (Hong Kong) Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance

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Name of Expert	Qualifications
Tian Yuan Law Firm	Company’s PRC legal adviser
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Colliers Appraisal & Advisory Services Co., Ltd.	Independent property valuer

Each of the experts listed above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name included herein in the form and context in which they respectively appear.

Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Bilingual Document

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

Miscellaneous

- (a) Save as disclosed in the section headed “History and Development” and in this section, within the two years preceding the date of this document, no share or loan capital of the Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash.
- (b) No share or loan capital of the Company or any of its subsidiary is under option or is agreed conditionally or unconditionally to be put under option.
- (c) No founder, management or deferred shares of the Company or any of its subsidiary have been issued or have been agreed to be issued.
- (d) None of the equity and debt securities of the Company or its subsidiary is presently listed or dealt in on any other stock exchange nor is any listing or permission to deal being or proposed to be sought.

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- (e) The Company has no outstanding convertible debt securities or debentures.
- (f) None of the experts listed under “— Qualifications and Consents of Experts”:
 - (i) is interested beneficially or non-beneficially in any shares in any member of the Group; 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 the Group save in connection with the [REDACTED].
- (g) The English text of this document shall prevail over their respective Chinese text.
- (h) There has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this document.
- (i) The Company currently is a joint stock limited company and is subject to the PRC Company Law.

APPENDIX VIII

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) a copy of each of the material contracts referred to in “Appendix VII — Statutory and General Information”; and
- (b) the written consents referred to in “Appendix VII — Statutory and General Information”.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at www.hkexnews.hk and our website at www.jingzepharmaceutical.com during a period of 14 days from the date of this document:

- (a) the Articles of Association;
- (b) the Accountants’ Report and the report on the unaudited [REDACTED] financial information prepared by Ernst & Young, the texts of which are set out in “Appendix I — Accountants’ Report” and “Appendix II — Unaudited [REDACTED] Financial Information”, respectively;
- (c) the audited consolidated financial statements of the Group for the years ended December 31, 2024, 2025 and the four months ended April 30, 2026;
- (d) the legal opinion from Tian Yuan Law Firm, the Company’s PRC legal adviser, in respect of, among other things, the general matters and property interests of our Group under the PRC laws;
- (e) the industry report prepared by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. referred to in the section headed “Industry Overview” in this document;
- (f) the property valuation report prepared by Colliers Appraisal & Advisory Services Co., Ltd., the text of which is set out in Appendix III to this document;
- (g) the PRC Company Law, the PRC Securities Law, the Overseas Listing Trial Measures and the Guidelines for the Articles of Association of Listed Companies issued by the CSRC together with their unofficial English translations;
- (h) the service contracts between each of the Directors and Supervisors and the Company referred to in “Appendix VII — Statutory and General Information”;

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**DOCUMENTS DELIVERED TO THE REGISTRAR OF
COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY**

- (i) the material contracts referred to in “Appendix VII — Statutory and General Information”; and
- (j) the written consents referred to in “Appendix VII — Statutory and General Information”.