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STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation

Our Company was incorporated under the Cayman Companies Act on May 17, 2018 as an exempted company with limited liability. Our registered office is located at the offices of Ascentium (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

Our Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on July 16, 2025. Our principal place of business in Hong Kong is at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong. Ms. Zheng Hongyi (鄭泓澤) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong under Part 16 of the Companies Ordinance. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As of the date of this document, our Company’s headquarters are located at Building 1, Phase III Factory, No. 8 Changfeng Road, Guoxiang, Wuzhong District, Suzhou City, Jiangsu Province, China.

As we were incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles of Association are subject to relevant laws and regulations of the Cayman Islands. A summary of relevant laws and regulations of the Cayman Islands and the Memorandum and Articles of Association is set out in the section headed “Appendix III — Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” in this document.

2. Changes in the Share Capital of Our Company

On May 17, 2018, being the date of incorporation of our Company, our authorized share capital was US\$50,000, divided into 500,000,000 shares of a par value of US\$0.0001 each.

Save as disclosed herein and in “History, Reorganization and Corporate Structure,” there has been no alteration in the share capital of our Company during the two years preceding the date of this document.

Immediately prior to the [REDACTED] and pursuant to the Memorandum of Association, each Preferred Share will be re-classified and re-designated into one Share.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the particulars of our subsidiaries can be found in Note 1 to the Accountants’ Report as set out in Appendix I to this document.

The following sets out the alterations in the share capital of our subsidiaries within the two years immediately preceding the date of this document:

(i) *Immvisa Suzhou*

- (a) On July 29, 2024, the registered capital of Immvisa Suzhou was increased from US\$18 million to US\$20 million.
- (b) On October 25, 2024, the registered capital of Immvisa Suzhou was increased from US\$20 million to US\$21 million.
- (c) On January 13, 2025, the registered capital of Immvisa Suzhou was increased from US\$21 million to US\$23 million.

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- (d) On February 6, 2025, the registered capital of Immvira Suzhou was increased from US\$23 million to US\$25 million.
- (e) On June 13, 2025, the registered capital of Immvira Suzhou was increased from US\$25 million to US\$27 million.

(ii) *EonVeLab*

- (a) On September 10, 2024, the registered capital of EonVeLab was increased from RMB1 million to RMB2 million.
- (b) On October 25, 2024, the registered capital of EonVeLab was increased from RMB2 million to RMB3 million.
- (c) On March 21, 2025, the registered capital of EonVeLab was increased from RMB3 million to RMB5 million.
- (d) On June 13, 2025, the registered capital of EonVeLab was increased from RMB5 million to RMB7 million.

Save as disclosed above, there has been no alteration in the share capital of any of our subsidiaries within the two years immediately preceding the date of this document.

4. Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED] of our Shares on the Stock Exchange. See “History, Reorganization and Corporate Structure — History and Major Shareholding Changes of Our Group — Reorganization” for information relating to the Reorganization.

5. Resolutions Passed by our Shareholders

Resolutions of our Shareholders were passed on [•], pursuant to which, among others, conditional upon the conditions of the [REDACTED] (as set out in this document) being fulfilled or waived:

- (a) the Memorandum and the Articles were approved and adopted effective conditional on and immediately prior to the [REDACTED] on the [REDACTED];
- (b) the [REDACTED], [REDACTED] and [REDACTED] were approved, and our Directors were authorized to negotiate and agree the [REDACTED] and to allot and issue the [REDACTED] (including pursuant to the [REDACTED]);
- (c) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted, issued or dealt with, otherwise than pursuant to the [REDACTED] or pursuant to a right issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, Shares not exceed 20% of the aggregate number of issued Shares (excluding treasury shares) immediately following completion of the [REDACTED], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest. References to an allotment, issue, and dealing of Shares or securities herein shall include a sale or transfer of treasury shares;

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- (d) a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all powers of our Company to repurchase its own Shares on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose in accordance with all applicable laws and the requirements of the Listing Rules and of any other stock exchange (as applicable), such number of Shares will represent up to 10% of the number of the Shares in issue (excluding treasury shares) immediately following the completion of the [REDACTED], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first;
- (e) the general mandate as mentioned in paragraph (c) above be extended by the addition to the number of Shares which may be allotted, issued or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of the number of Shares to be repurchased by our Company pursuant to the Repurchase Mandate referred to in paragraph (d) above; and
- (f) immediately prior to the [REDACTED], each Preferred Share will be re-classified and re-designated into one Share on a one-to-one basis.

6. Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders’ Approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on [•], 2026, the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase its own Shares on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the number of the Shares in issue (excluding treasury shares) immediately following the completion of the [REDACTED], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first.

(ii) Source of Funds

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and the Articles and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to 10% of the aggregate number of shares in issue (excluding treasury shares). A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

The [REDACTED] of all purchased securities (whether on the Stock Exchange or otherwise) but not held as treasury shares is automatically canceled and the relevant certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless the Directors resolve to hold the Shares purchased by our Company as treasury Shares prior to the purchase, Shares purchased by our Company shall be treated as canceled and the amount of our Company’s issued share capital shall be diminished by the nominal value of those Shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law. The Company will in the future publish announcements (including but without limitation, any next day disclosure return) which shall identify, amongst others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchases. The [REDACTED] of all Shares which are held as treasury shares will be retained. The Company will ensure that treasury shares are appropriately identified and segregated. For any treasury shares deposited with [REDACTED] pending [REDACTED] on the Stock Exchange, the Company will ensure that it would not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company’s own name as treasury shares by, including but not limited to, obtaining an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with [REDACTED]; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from [REDACTED], and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions. The [REDACTED] of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury shares shall be cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company’s results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

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(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following Business Day. In addition, a listed company’s annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person,” that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company.

(b) Reasons for Repurchases

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a general authority from the Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such repurchases will benefit our Company and the Shareholders.

(c) Funding of Repurchases

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any payment for the repurchases of Shares will be drawn from the profits of our Company or from a fresh issue of shares made for the purpose of the repurchase or, if authorized by the Memorandum and Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or from sums standing to the credit of the share premium account of our Company or, if authorized by the Memorandum and Articles of Association and subject to Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED], could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of:

- (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which our Company’s next annual general meeting is required by the Memorandum and Articles of Association or any other applicable laws to be held; or

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- (iii) the date when it is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

Our Directors [have undertaken] to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No core connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contract

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

- (a) the [REDACTED].

2. Material Intellectual Property Rights

As at the Latest Practicable Date, we had registered or has applied for the registration of the following intellectual property rights which we consider to be material in relation to the business of our Group.

(a) Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be material in relation to the business of our Group:

No.	Trademark	Registration date – expiration date	Registration number	Registered owner	Place of registration
1	亦瑞替可	April 21, 2024 to April 20, 2034	74681346	Immvira Shenzhen	PRC
2	亦瑞替科	April 21, 2024 to April 20, 2034	74676648	Immvira Shenzhen	PRC
3	亦瑞赛尼	April 21, 2024 to April 20, 2034	74693777	Immvira Shenzhen	PRC

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No.	Trademark	Registration date – expiration date	Registration number	Registered owner	Place of registration
4	亦瑞弗亚	April 21, 2024 to April 20, 2034	74691102	ImmVira Shenzhen	PRC
5	Ivraticav	April 21, 2024 to April 20, 2034	74688250	ImmVira Shenzhen	PRC
6	Ivraxeniv	April 21, 2024 to April 20, 2034	74681770	ImmVira Shenzhen	PRC
7	Ivraferav	April 21, 2024 to April 20, 2034	74679946	ImmVira Shenzhen	PRC
8	 ImmVira 亦诺微医药	March 7, 2024 to March 6, 2034	58855488	ImmVira Shenzhen	PRC
9	OvPENS	September 7, 2021 to September 6, 2031	53108899	ImmVira Shenzhen	PRC
10	 EonVeLab 伊及之诺	January 21, 2025 to January 20, 2035	79936358	EonVeLab	PRC
11	 ImmVira 亦诺微医药	January 20, 2021 to January 19, 2031	305511429	ImmVira Shenzhen	Hong Kong
12	亦诺微医药	October 18, 2022 to October 17, 2032	90354457	ImmVira Shenzhen	US
13	亦诺微医药	November 30, 2020 to November 30, 2030	018346030	ImmVira Shenzhen	EU
14	OvPENS	April 12, 2022 to April 11, 2032	90479550	ImmVira Shenzhen	US

(b) Copyrights

As of the Latest Practicable Date, our Group did not own any copyrights.

(c) Patents

For a discussion of the details of the material patents and patent applications of our Group, see “Business — Intellectual Property.”

(d) Domain Names

As at the Latest Practicable Date, our Group had registered the following domain name which we consider to be material in relation to the business of our Group:

No.	Domain name	Registrant	Expiration Date
1	immviragroup.com	ImmVira Shenzhen	October 19, 2030

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests and short positions of our Directors and chief executive in the share capital of our Company and its associated corporations following completion of the [REDACTED]*

Immediately following the completion of the [REDACTED] (without taking into account the Shares which may be allotted and issued upon the exercise of the [REDACTED]), the interest or short position of our Directors or chief executives of our Company in the Shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED], will be as follows:

Interests and short positions in the Shares

Name of Director or chief executive	Position	Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of interest in our Company immediately following the completion of the [REDACTED] ⁽²⁾
				(%)
Dr. Zhou	Chairperson of our Board, executive Director and CEO	Beneficial owner ⁽³⁾	[REDACTED]	[REDACTED]
		Beneficial owner ⁽³⁾	[REDACTED]	[REDACTED]
		Interests jointly held with other persons ⁽³⁾	[REDACTED]	[REDACTED]
Dr. Tang Dajie (湯大傑) ⁽⁴⁾	Non-executive Director	Interest in corporation	[REDACTED]	[REDACTED]

Notes:

- (1) On the basis that the Preferred Shares will be converted into the Shares on a one-to-one basis by way of re-designation and re-classification immediately before the [REDACTED].
- (2) Based on the assumption that the [REDACTED] is not exercised.
- (3) Comprise of (i) [REDACTED] Shares held by Dr. Zhou directly; (ii) [REDACTED] underlying Shares relating to the RSUs granted to her pursuant to the Share Incentive Plan; and (iii) an aggregate of [REDACTED] Shares held by the other Founding Members, who entered into the AIC Agreement with Dr. Zhou, pursuant to which the parties agreed to act in concert and reach consensus in exercising shareholders’ rights as Shareholders.
- (4) Triwise Capital is managed by Shenzhen Qianhai as general partner, which is ultimately controlled by Dr. Tang Dajie (湯大傑) as to 65.38%. Therefore, Dr. Tang Dajie (湯大傑) is deemed to be interested in the aggregate of [REDACTED] Shares held by Triwise Capital under the SFO.

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(b) Interests and short positions disclosable under Divisions 2 and 3 of the Part XV of the SFO

Immediately following the completion of the [REDACTED] and without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED], save as disclosed in “Substantial Shareholders” in this document:

- (i) our Directors are not aware of any other person who will have an interest or short position in the Shares or underlying shares which are required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, 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 the general meetings of our Company.
- (ii) so far as our Directors are aware, as of the Latest Practicable Date, no persons would be directly or indirectly 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 any other members of our Group.

2. Particulars of Directors’ Service Contracts and Appointment Letters

(a) Executive Director and Non-executive Directors

Each of our executive Director and non-executive Directors [has] entered into a service contract with our Company. The initial term of their service contracts shall be three years commencing from the date of their appointment until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than one month’s prior notice.

The appointment of our executive Director and non-executive Directors is subject to the provisions of retirement and rotation of Directors under the Memorandum and the Articles.

(b) Independent Non-executive Directors

Each of our independent non-executive Directors [has] entered into an appointment letter with us effective from the [REDACTED]. The initial term of their appointment letters shall be three years commencing from the date of their appointment or until the third annual general meeting of our Company after the [REDACTED], whichever is earlier (subject always to re-election as and when required under the Memorandum and the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month’s prior notice.

The appointments of our non-executive Directors are subject to the provisions of retirement and rotation of Directors under the Memorandum and the Articles.

3. Directors’ Remuneration

Save as disclosed in “Directors and Senior Management” and “Accountant’s Report — Notes to the Historical Financial Information — 8. Directors’ and Chief Executive’s Remuneration,” for the three years ended December 31, 2025 and the five months ended May 31, 2026, none of our Directors received other remunerations or benefits in kind from us.

4. Disclaimers

- (i) save as disclosed in the section headed “— C. Further Information about our Directors and Substantial Shareholders — 1. Disclosure of Interests”, none of our Directors or the chief executive has any interests or short positions in the Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to Section 352

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of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Hong Kong Stock Exchange once the Shares are listed;

- (ii) save as disclosed in the section headed “— C. Further Information about our Directors and Substantial Shareholders — 1. Disclosure of Interests”, none of our Directors is a director or employee of a company which has an interest in the share capital of the Company which, once the Shares are listed on the Stock Exchange, would have to be disclosed pursuant to Division 2 and 3 of Part XV of the SFO. Please refer to the section headed “Directors and Senior Management” in this document for details;
- (iii) save in connection with [REDACTED], none of our Directors nor any of the parties listed in the paragraph headed “— E. Other Information — 4. Qualifications of Experts” of this appendix is interested in our promotion, or in any assets which have, within the two years immediately preceding the date of this document, been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (iv) save in connection with [REDACTED], none of our Directors nor any of the parties listed in the paragraph headed “— E. Other Information — 4. Qualifications of Experts” of this appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (v) save in connection with [REDACTED], none of the parties listed in paragraph headed “— E. Other Information — 4. Qualifications of Experts” of this appendix is interested legally or beneficially in any of our Shares or our securities; or has any right (whether legally enforceable or not) to [REDACTED] for or to nominate persons to [REDACTED] for our Shares or any of our securities; and
- (vi) none of our Directors or their associates (as defined in the Listing Rules) has any interest in any of the five largest customers or the five largest suppliers of our Group.

D. SHARE INCENTIVE PLAN

The following is a summary of the principal terms of the Share Incentive Plan adopted pursuant to the written resolutions of the Shareholders passed on April 15, 2021 (the “**Adoption Date**”). The terms of our Share Incentive Plan are not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options or awards by our Company after the [REDACTED]. Given that all the Shares underlying the RSUs granted under the Share Incentive Plan have been issued and allotted to TEAM FABULOUS LIMITED, which is owned and managed by THE CORE TRUST COMPANY LIMITED, the Trustee of the ESOP Trust established by the Company for the administration of the Share Incentive Plan, there will not be any dilutive effect to the issued shares as a result of the operation of the Share Incentive Plan.

1. Summary of terms

(a) Purpose

The purposes of the Share Incentive Plan are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, Directors, and consultants of our Company and to promote the success of our business by offering these individuals an opportunity to acquire a proprietary interest in the success of our Company, or to increase this interest by permitting them to acquire our Shares.

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(b) Grant of Awards

Type of Awards

The Share Incentive Plan provides both for the direct award or [REDACTED] of Shares and for the grant of awards to purchase Shares (the “**Awards**”). Awards granted under the Share Incentive Plan may be an option (the “**Option**”, which includes “**Incentive Stock Options**” and “**Nonqualified Stock Options**”), a share purchase right (the “**Share Purchase Rights**”), a restricted share, a restricted share unit (the “**RSU**”) or a share award (the “**Share Award**”), as the case may require.

Term of Awards

Each grant of an Award under the Share Incentive Plan shall be evidenced by an award agreement between the awardee (the “**Awardee**”) and our Company. The award agreement shall specify the term of the Award; provided, however, that the term shall not exceed ten (10) years from the date of grant. Subject to the preceding sentence, the Administrator in its sole discretion shall determine when an Award is to expire.

(c) Who May Join

With the exception of any holding company managed by the Administrator or its delegates for the purpose of administering the Share Incentive Plan, only employees, officers, directors and consultants of the Company and its subsidiaries (collectively as the “**Service Providers**”), or trusts or companies established in connection with any employee benefit plan of our Company (including the Share Incentive Plan) for the benefit of a Service Provider, shall be eligible for the grant of Awards. Incentive Stock Options may be granted to our employees only.

(d) Administration of the Share Incentive Plan

The Share Incentive Plan shall be administered by our CEO, who may authorize one or more officers in writing to administrate the grants of any Awards and may limit such authority as our CEO determines from time to time (together with the CEO, the “**Administrator(s)**”).

(e) Maximum Number of Shares

The maximum aggregate number of Shares which may be issued pursuant to the Share Incentive Plan is 30,309,968 Ordinary Shares.

(f) Vesting Schedule

Subject to the Awardee’s continued status as a Service Provider through each of the applicable vesting dates and to the extent permitted by applicable law, the Award shall become exercisable, in whole or in part, in accordance with the terms thereof at such times and under such conditions as maybe determined by the Administrator and set forth in the award agreement. Unless otherwise stated in the award agreements, all Awards shall become exercisable as set forth in the following schedule: 25% of the Awarded Shares shall vest on each of the first, second, third and fourth anniversary of the Vesting Commencement Date, subject to the Awardee’s continuing to be a Service Provider through these dates. Before or after execution of the award agreement, the vesting schedule may be modified or changed by the Administrator in its sole discretion as it deems necessary or appropriate where new agreement between our Company and the Awardee shall be entered into regarding the said modification or change.

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(g) Exercise

Condition to Exercise

Any exercise of Award or the rights to purchase the Shares, or any issuance of Shares under the applicable award agreement, Share Purchase Rights and Share Awards shall be subject to the Awardee or the holder of Share Purchase Rights and Share Awards being in compliance with all applicable PRC laws and regulations, including but not limited to the requirement of registration with SAFE.

Exercise Price

The exercise price of an Incentive Stock Option (the “**Exercise Price**”) shall not be less than 100% of the fair market value on the date of grant; the Exercise Price of any Option granted to non-U.S. Awardees shall be determined by the Administrator, subject to all necessary approvals under the Articles and shareholders’ agreement in effect at the time of the grant of such Options.

(h) Non-transferability of Awards

Unless otherwise determined by the Administrator and so provided in the applicable award agreement, restricted share purchase agreement or share award agreement (or be amended to provide), no Award shall be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner (whether by operation of law or otherwise) other than (i) by will or applicable laws of descent and distribution or (except in the case of an Incentive Stock Option) pursuant to a qualified domestic relations order or (ii) by trusts or companies established in connection with any employee benefit plan of our Company (including the Share Incentive Plan) for the benefit of a Service Provider or Service Providers, in each case subject to applicable law, and shall not be subject to execution, attachment, or similar process. In the event the Administrator in its sole discretion makes an Award transferable, only a Nonqualified Stock Option, Share Purchase Right or Share Award may be transferred provided such Award is transferred without payment of consideration to members of the Awardee’s immediate family (as such term is defined in Rule 16a-1(e) of the Exchange Act) or to trusts or partnerships established exclusively for the benefit of the Awardee and the members of the Awardee’s immediate family, all as permitted by applicable law. Upon any attempt to pledge, assign, hypothecate, transfer, or otherwise dispose of any Award or of any right or privilege conferred by the Share Incentive Plan contrary to the provisions hereof, or upon the sale, levy or attachment or similar process upon the rights and privileges conferred by the Share Incentive Plan, such Award shall thereupon terminate and become null and void. Incentive Stock Options may be exercised during the lifetime of the Awardee only by the Awardee.

(i) Amendment and Termination

The Board may at any time amend, alter, suspend, or terminate the Share Incentive Plan, subject to applicable law and the Articles. Termination of the Share Incentive Plan shall not affect the Administrator’s ability to exercise the powers granted to it hereunder with respect to Awards granted under the Share Incentive Plan prior to the date of such termination. No Shares shall be delivered or sold under the Share Incentive Plan after the termination thereof, except upon exercise of an Award granted prior to the termination of the Share Incentive Plan.

2. Outstanding Grants

As of the date of this document, an aggregate of 29,809,968 outstanding RSUs in respect of 29,809,968 Shares available under the Share Incentive Plan had been granted to 44 grantees pursuant to the Share Incentive Plan, among which eight are Directors, senior management and/or other connected persons of our Company. No further RSUs are available for grant under the Share Incentive Plan after [REDACTED].

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The following table summarizes the RSUs granted under the Share Incentive Plan as of the date of this document.

Name of Grantee	Position	Date of grant	Number of Shares underlying RSUs granted	Approximate percentage of shareholding in our Company immediately following the completion of the [REDACTED]
Directors and senior management				
Dr. Zhou (周国瑛)	Chairperson of our Board, executive Director and CEO	April 18, 2021 June 1, 2025	5,476,098	[REDACTED]%
Chen Xiaoping (陳曉慶) . . .	Chief science officer	April 18, 2021 June 1, 2025	1,100,000	[REDACTED]%
Carl Yeung (楊家康)	Chief financial officer	April 18, 2021	5,120,000	[REDACTED]%
Yan Runbin (嚴潤彬)	Chief operating officer	April 18, 2021 June 1, 2025	1,100,000	[REDACTED]%
Zhang Xi (張璽)	Executive vice president	April 18, 2021 December 31, 2022 December 31, 2024 June 1, 2025	900,000	[REDACTED]%
Ma Wani (馬娃妮)	Joint company secretary	April 18, 2021 December 31, 2024 June 1, 2025	900,000	[REDACTED]%
Subtotal			14,596,098	[REDACTED]%
Connected persons				
Dongyao Ni	N/A ⁽²⁾	April 18, 2021	3,005,017	[REDACTED]%
Zhang Xinying (張昕瑩) . . .	General manager of Immvira Shenzhen, Immvira Suzhou and EonVeLab	April 18, 2021	1,663,541	[REDACTED]%
Subtotal			4,668,558	[REDACTED]%
Employees				
Huang Qing (黃青)	Chief technology officer	June 1, 2025	800,000	[REDACTED]%
Jin Xu (金旭)	Senior director of clinical operation	April 18, 2021 December 31, 2022 December 31, 2024	300,000	[REDACTED]%
Zhou Xusha (周旭莎)	Head of bioanalysis	April 18, 2021 December 31, 2024	200,000	[REDACTED]%
Tang Yuxin (唐羽欣)	Deputy director, registration	April 18, 2021	200,000	[REDACTED]%
Liu Yonghong (劉永紅)	Head of oncolytic immunotherapy	December 31, 2023 June 1, 2025	200,000	[REDACTED]%
Zhao Jing (趙晶)	Head of exosome	December 31, 2021 December 31, 2023 June 1, 2025	150,000	[REDACTED]%
Chen Sanzhi (陳三枝)	Director, finance	April 18, 2021	100,000	[REDACTED]%
Jiang Huanhuan (姜煥煥) . . .	Director, registration	June 1, 2025	100,000	[REDACTED]%
Xu Dashuang (許大雙)	Associate director, clinical data management	December 31, 2022	100,000	[REDACTED]%
Zhou Ailian (周愛蓮)	Senior director, quality assurance	December 31, 2022	80,000	[REDACTED]%
Liu Weizhen (劉維振)	Senior director, IT	December 31, 2022	80,000	[REDACTED]%
Wang Lei (王蕾)	Head of quality control	December 31, 2021 June 1, 2025	50,000	[REDACTED]%
Dong Shiping (董世平)	Director, HR and administration	December 31, 2022	50,000	[REDACTED]%
Xu Zhilin (徐志林)	Senior director, CMC/Manufacture	December 31, 2022	50,000	[REDACTED]%

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Name of Grantee	Position	Date of grant	Number of Shares underlying RSUs granted	Approximate percentage of shareholding in our Company immediately following the completion of the [REDACTED]
Liu Yuanyuan (劉園園) . . .	Director, internal control	December 31, 2021	30,000	[REDACTED]%
Bi Yinyin (賁銀銀).	Head of pharmacology	December 31, 2024	20,000	[REDACTED]%
Xie Qiulan (謝秋蘭).	Deputy director, HR and administration	December 31, 2021	10,000	[REDACTED]%
Subtotal			2,520,000	[REDACTED]%
Former employees				
9 grantees	N/A		1,830,000	[REDACTED]%
Consultants⁽³⁾				
Zheng Qingqi (鄭清棋) . . .	N/A	December 31, 2021	2,646,324	[REDACTED]%
		December 31, 2022		
		June 1, 2025	750,000	[REDACTED]%
Mai Jiachao (麥家超)	N/A	December 31, 2021	748,988	[REDACTED]%
Rong Liang (榮亮).	N/A	December 31, 2022	600,000	[REDACTED]%
Tong Guo	N/A	December 31, 2022	500,000	[REDACTED]%
Stefano Fratarcangeli	N/A	December 31, 2022	400,000	[REDACTED]%
Kaufman Howard.	N/A	December 31, 2023	200,000	[REDACTED]%
Niu Jiaxin.	N/A	December 31, 2023	150,000	[REDACTED]%
Edward Garmey	N/A	June 1, 2025	100,000	[REDACTED]%
He Ruyi (何如意)	N/A	December 31, 2021	100,000	[REDACTED]%
Yin Chen	N/A	December 31, 2021	100,000	[REDACTED]%
Subtotal			6,195,312	[REDACTED]%
Total			29,809,968	[REDACTED]%

Notes:

- (1) The calculation is based on the total number of [REDACTED] Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised).
- (2) Mr. Ni is a former Director, one of our Founding Members and a member of the Single Largest Group of Shareholders.
- (3) These are consultants engaged by the Company to provide consultancy and advisory services to the Group in connection with, among others, clinical operation and development strategies, business development strategies and legal and regulatory advice. The Company granted RSUs to the consultants in recognition of their contributions and/or long-term value to the Company. By aligning their interests with the Company’s long-term success, the grants serve as a strategic incentive to ensure continued collaboration and shared achievement. For the three years ended December 31, 2025 and the five months ended May 31, 2026, we paid consultancy fees to these consultants in the amount of approximately RMB1.2 million, RMB1.3 million, RMB2.3 million and RMB0.9 million, respectively, other than granting RSUs.

Save as disclosed in this section, no Director, connected person or senior management of the Company had been identified to be the grantees under the Share Incentive Plan as of the Latest Practicable Date.

Pursuant to the Share Incentive Plan and the trust deed (the “**Trust Deed**”) constituting the ESOP Trust entered into between the Company, the CORE TRUST COMPANY LIMITED and TEAM FABULOUS LIMITED, all the Shares underlying the Share Incentive Plan have been allotted and issued and are held by TEAM FABULOUS LIMITED, being a special purpose vehicle established as a nominee to hold in trust. The CORE TRUST COMPANY LIMITED (匯聚信託有限公司) acts as the Trustee of the Share Incentive Plan. Pursuant to the Trust Deed, each of the CORE TRUST COMPANY LIMITED and TEAM FABULOUS LIMITED, being the trustee and the nominee of the ESOP Trust, shall abstain from exercising the voting rights attached to the Shares held upon trust under the Share Incentive Plan. The Shares underlying the Share Incentive Plan shall count towards the public float as none of the core connected persons is entitled to exercise or control the exercise of the voting rights attached to the Shares held upon trust.

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E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on any member of our Group.

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any legal, arbitral or administrative proceedings pending or threatened against us or any of our Directors that, individually or in the aggregate, could have a material adverse effect on our business, results of operations or financial condition.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] all the Shares in issue and to be issued as mentioned in this document. All necessary arrangements have been made for the Shares to be admitted into [REDACTED].

The Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will be paid by our Company a fee of US\$500,000 to act as a sponsor to our Company in connection with the [REDACTED].

4. Qualifications of Experts

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

Name	Qualification
Citigroup Global Markets Asia Limited	A corporation licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed 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 as defined under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Jingtian & Gongcheng	Legal advisor to the Company as to PRC law
Harney Westwood & Riegels	Legal advisor to the Company as to Cayman Islands law
Frost & Sullivan	Independent industry consultant

5. Consents of Experts

Each of the experts named in paragraph 4 above has given and has not withdrawn its consent to the issue of this document with the inclusion of its view, report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

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None of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

6. Promoters

Our Company does not have any promoter for the purpose of the Listing Rules. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

7. Preliminary Expenses

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

8. Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all 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.

9. Bilingual Document

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

10. Miscellaneous

- (a) Save as disclosed in the section headed “History, Reorganization and Corporate Structure” in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
 - (iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (b) no share or loan capital of our Company or any of our subsidiaries had been under option or agreed conditionally or unconditionally to be put under option;
- (c) there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries;
- (d) our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since May 31, 2026 (being the date to which the latest audited consolidated financial statements of our Group were made up);

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- (e) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (f) our principal register of members will be maintained by our [REDACTED], in the Cayman Islands and our Hong Kong register of members will be maintained by [REDACTED], in Hong Kong. All transfer and other documents of title of the Shares must be lodged for registration with and registered by our [REDACTED] in Hong Kong;
- (g) all necessary arrangements have been made to enable the Shares to be admitted to [REDACTED];
- (h) no company within our Group is presently [REDACTED] on any stock exchange or traded on any trading system; and
- (i) there is no arrangement under which future dividends are waived or agreed to be waived.