

SUMMARY

This summary aims to give you an overview of the information contained in this document. As it is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full document. You should read the whole document before you decide to [REDACTED] in the [REDACTED]. There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in the [REDACTED] are set forth in the section headed “Risk Factors” of this document. You should read that section carefully before you decide to [REDACTED] in the [REDACTED]. In particular, we are a biotechnology company seeking to [REDACTED] on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules as we do not meet the requirements under Rules 8.05(1), (2) or (3) of the Listing Rules. There are unique challenges, risks and uncertainties associated with [REDACTED] in companies like ours. In addition, we have designated IMC002 as our “Core Product” to satisfy the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide for New Listing Applicants. We may continue to incur substantial costs and expenses in relation to the research and development activities for the Core Product, and our Core Product may not be successfully developed or marketed. Your [REDACTED] decision should be made in light of these considerations.

WHO WE ARE

Founded in 2020, we are an innovative cell therapy company focused on discovery, development, manufacturing and commercialization of chimeric antigen receptor (“CAR”) T-cell therapies for the treatment of solid tumors, hematological malignancies and autoimmune diseases based on our “dual-engine” *ex vivo* and *in vivo* CAR-T cell therapy approach. We have one Core Product (IMC002), which is a self-developed potential best-in-class anti-Claudin18.2 (CLDN18.2) CAR-T cell therapy candidate. IMC002 currently is the subject of a registrational Phase III clinical trial in China as a treatment for advanced gastric cancer/gastroesophageal adenocarcinoma (“GC/GEJ”), and we submitted an investigational new drug (“IND”) application to the NMPA with respect to IMC002 as a first-line treatment for the additional indication of pancreatic cancer in June 2026. In addition to IMC002, we have eight self-developed cell therapy candidates in our pipeline, including (1) IMC001, a potential first-in-class clinical stage (Phase I/IIa) anti-epithelial cell adhesion molecule (EpCAM) CAR-T cell therapy candidate for treatment of EpCAM-positive solid tumors, (2) *in vivo* CAR-T cell therapy candidates for treatment of hematological malignancies and autoimmune diseases (IMV101) and for the treatment of hematological malignancies (IMV102) that have entered investigator-initiated trials (“IITs”), (3) an *in vivo* CAR-T cell therapy candidate for treatment of solid tumors (IMV103) that has received ethics committee approval for an IIT and currently is expected to enter the IND filing stage in the first half of 2027, (4) a bispecific *in vivo* CAR-T cell therapy candidate targeting CD19/CD20 (IMV104) for treatment of B-cell disorders, (5) a “synthetic NKG2D receptor” CAR-T cell therapy for treatment of CLDN18.2-positive solid tumors and (6) two other CAR-T cell therapy candidates that are in the pre-clinical stage of development.

WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND/OR MARKET OUR CORE PRODUCT OR OUR OTHER PIPELINE CANDIDATES.

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OUR CAR-T CELL THERAPY CANDIDATES

The following charts provide information concerning our product pipeline as of the Latest Practicable Date:



EX VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage				Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
					Pre-clinical/ IIT	IND	Phase I clinical trial	Registration clinical trial			
★ IMC002 ¹ (Core Product)	CLDN 18.2	Second Generation CAR-T	CLDN18.2 Positive GC/GEJ ²	3L/3L+					China NMPA	Chinese Mainland	2025/08 Initiation of registrational Phase III study 2027 NDA submission
			CLDN18.2 Positive PC	2L/2L+					China NMPA	Chinese Mainland	2025/09 Completion of Phase I/IIa study
			CLDN18.2 Positive PC ³	1L					China NMPA	To be launched	2026H1 IND submitted 2027 initiate Phase II subject to IND approval
IMC001	EpCAM	Second Generation CAR-T	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines					China NMPA	Chinese Mainland	2026H1 Phase I/IIa study initiated 2027 Phase I/IIa read-out
IMC008	CLDN18.2/ NKG2DL	SNR	CLDN18.2 Positive Solid Tumors	Late-Lines					China NMPA	Chinese Mainland	/
IMC003	EpCAM	Peri Cruiser [®]	EpCAM Positive Epithelial-derived Solid Tumors	Late-Lines					China NMPA	To be launched	/
IMC004	CLDN 18.2	T-booster	CLDN18.2 Positive Solid Tumors	Late-Lines					China NMPA	To be launched	/



IN VIVO PRODUCT PORTFOLIO

Product	Target(s)	Platform	Indication(s)	Treatment Line(s)	Development Stage				Jurisdiction and Regulatory Authority	Clinical Trial Location	Latest and near-term Milestones
					Pre-clinical/ IIT	IND	Phase I clinical trial	Registration clinical trial			
IMV101	CD19	iMAGIC	B-Cell Malignancies	Late-Lines					China NMPA	Chinese Mainland	2025Q4 IIT initiated 2027 IIT study read-out
	CD19	iMAGIC	Autoimmune Diseases	Refractory					China NMPA	To be launched	/
IMV102	BCMA	iMAGIC	Multiple Myeloma	Late-Lines					China NMPA	Chinese Mainland	2026H1 IIT initiated 2027 IIT read-out
IMV103	CLDN18.2	iMAGIC	CLDN18.2 Positive Solid Tumors	Late-Lines					China NMPA	To be launched	2027 IND filing
IMV104	CD19/CD20	iMAGIC	B-Cell Disorders	Late-Lines					China NMPA	To be launched	/

Abbreviations: CLDN18.2 = Claudin 18.2; EpCAM = epithelial cell adhesion molecule; NKG2DL = natural killer group 2D ligands; BCMA = B-cell maturation antigen; GC = gastric cancer; GEJ = gastroesophageal junction adenocarcinoma; NMPA = National Medical Products Administration; FDA = Food and Drug Administration

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Notes:

- (1) We have in-licensed certain intellectual property rights relating to the VHH antibody that is incorporated in the design of IMC002 from a third party. For further information, see “— Intellectual Property — In-licensed intellectual property rights” below.
- (2) IMC002 is in a registrational Phase III clinical trial for advanced gastric cancer that was approved by the NMPA in August 2025. We currently expect to file an NDA with respect to IMC002 for advanced gastric cancer with the NMPA in 2027.
- (3) We filed an IND application for a clinical trial of IMC002 as a first line treatment for pancreatic cancer with the NMPA in June 2026. The design of this trial also includes a second-line pancreatic cancer cohort for patients who show progressive disease after three rounds of chemotherapy.

Our pipeline of product candidates includes the following:

- **IMC002**, an autologous CAR-T cell therapy candidate that targets CLDN18.2, which is a stomach-specific isoform of Claudin-18 that is highly expressed in gastric and pancreatic cancer cells. Gastric cancer is one of the most common and deadly cancers worldwide, for which long-term clinical outcomes remain unsatisfactory, while pancreatic cancer is a life-threatening condition that is associated with extremely poor long-term outcomes. As a result, there is an urgent need for effective life-prolonging treatments in the management of both gastric cancer and pancreatic cancer, and we are developing IMC002 as a treatment for both of these indications. We have completed a Phase I/IIa clinical trial of IMC002 as a third-line treatment for advanced gastric cancer and as a second-line treatment for pancreatic cancer patients in China who have failed the standard of care (SOC) treatment, and we are currently conducting a Phase III registrational clinical trial of IMC002 as a treatment for third-line GC/GEJ in China. We currently expect to complete the Phase III trial and to submit a new drug application (“NDA”) with respect to IMC002 as a treatment for advanced GC/GEJ to the NMPA in 2027. We also submitted an IND application with respect to IMC002 as a first-line treatment for pancreatic cancer in June 2026.
- **IMC001**, an autologous CAR-T cell therapy candidate that targets EpCAM, which is a multifunctional transmembrane protein that is frequently highly expressed in various carcinomas and their metastases. While EpCAM is primarily localized to the basolateral membrane in normal epithelial cells, in malignant transformations its expression can be redistributed to the entire tumor cell surface, resulting in increased antigen density and accessibility. The majority of human tumors arise from epithelial tissues, and accordingly the category of epithelial-derived tumors includes many different types of cancer, such as esophageal, gastric, pancreatic, colorectal, ovarian, breast and lung cancer, each of which represents a very substantial addressable market. We are currently enrolling patients for a Phase I/IIa clinical trial of IMC001 as a treatment for advanced epithelial solid tumors in China under an IND application approved by the NMPA. We currently anticipate that, by the end of 2027, we will have identified the recommended Phase II dose of IMC001 and identified optimal tumor types/patient populations, and that we will initiate late-stage clinical trials for prioritized indications in 2028.
- **IMV101**, an *in vivo* CAR-T cell therapy candidate that targets CD19, which is a well-established B-cell lineage marker that is widely expressed across a wide range of B-cell disorder-related diseases, including B-cell malignancies. Leveraging our iMAGIC *in vivo* CAR-T platform, we have designed IMV101 to treat these B-cell related disorders by inducing the generation of CD19-targeting CAR-T cells *in vivo*. The first-in-human IIT relating to IMV101 as a treatment for B-cell malignancies was commenced in December 2025, and to date the trial has demonstrated a favorable safety profile in human subjects. We expect that additional IITs with respect to IMV101 as a treatment for autoimmune diseases (such as SLE) will be commenced to explore IMV101’s therapeutic potential beyond oncology, subject to receipt of approval from the China National Center for Biotechnology Development.

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- **IMV102**, an *in vivo* CAR-T cell therapy candidate that targets BCMA, which is a well-validated target that is highly and consistently expressed on malignant plasma cells across disease stages. The IIT relating to IMV102 as a treatment for multiple myeloma (MM) was commenced in April 2026 to evaluate safety and efficacy in relapsed/refractory MM patients. We expect that an additional IIT with respect to IMV102 as a treatment for relapsed/refractory MM will be commenced following receipt of the requisite approvals in light of recent regulatory development.
- **IMV103**, an *in vivo* CAR-T cell therapy candidate that uses the CAR sequence of IMC002. We have initiated the process of seeking regulatory approval for an IIT of IMV103 as a treatment for gastric cancer and pancreatic cancer, and we currently expect to submit an IND application relating to IMV103 to the NMPA in the first half of 2027 and to commence an IIT following receipt of the requisite regulatory approvals.
- **IMV104**, a CD19×CD20 dual-targeting *in vivo* CAR-T product candidate for treatment of B-cell disorders that is designed to broaden antigen coverage and potentially reduce the risk of antigen-negative relapse, which is a key limitation of conventional CD19-directed CAR-T therapies. We expect that an IIT with respect to IMV104 will be commenced following receipt of the requisite approvals in light of recent regulatory developments.
- **IMC008**, our initial product candidate generated from our “Synthetic NKG2D Receptor” or “SNR” platform, which incorporates an SNR module into a conventional CLDN18.2-directed CAR-T for the purpose of overcoming antigen heterogeneity, which is one of the principal challenges associated with the treatment of solid tumors. In pre-clinical studies, IMC008 demonstrated enhanced anti-tumor activity compared to conventional CAR-T cells across multiple solid tumor models. Ethics committee approval has been obtained for an IIT evaluating IMC008 as a treatment for gastric cancer and pancreatic cancer.
- **IMC003**, an armored EpCAM targeted CAR-T, our initial product candidate generated from our PeriCruiser[®] platform, which is designed to mitigate the risk of on-target, off-tumor toxicities. In pre-clinical models, IMC003 demonstrated significantly reduced on-target, off-tumor toxicity compared with conventional CAR-T controls. IMC003 is currently still in the pre-clinical stage of development.
- **IMC004**, our initial product candidate generated from our T-Booster platform, which is a CLDN18.2/IL-12/CXCL9 engineered dendritic cell designed to facilitate CAR-T infiltration and expansion in tumor tissues. In pre-clinical studies, IMC004 showed durable anti-tumor efficacy in multiple models, including large tumor burden or prior CAR-T treatment failure, without additional observable toxicity. IMC004 also is currently still in the pre-clinical stage of development.

For additional information concerning our CAR-T cell therapy candidates as well as our technology platforms including iMAGIC, our SNR platform, PeriCruiser[®], T-Booster and SolidGuard, see “Business — Our Product Pipeline” and “— Our Next-Generation CAR-T Technology Platforms.”

MARKET OPPORTUNITY AND COMPETITIVE LANDSCAPE

According to Frost & Sullivan, the global market for CAR-T cell therapies is expected to grow from US\$6.2 billion in 2025 to US\$34.1 billion in 2035, representing a compound annual growth rate (CAGR) of 18.6%, while the market for CAR-T cell therapies in China is expected to grow exponentially from RMB1.5 billion in 2025 to RMB47.0 billion in 2035, and the growth in these markets is expected to be driven by the rising incidence of solid tumors and the increasing advancement of corresponding CAR-T technologies into clinical stages.

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Although 17 CAR-T products have been approved globally, nearly all of them are indicated for hematological malignancies, and only one CAR-T product has been approved for solid tumors recently.

IMC002, our Core Product, is indicated for gastric cancer and pancreatic cancer, which are two types of solid tumors with significant urgent medical needs. For example, CSCO guidelines recommended treatments for advanced gastric cancer includes chemotherapy and PD-1/PD-L1 therapies as the first line treatment, Ramucirumab plus Paclitaxel as the second line treatment, and Apatinib or TAS-102 as the third line treatment. However, very limited clinical benefits have been observed from third line treatment such as Apatinib, with ORR of 2.8%, mPFS of 2.6 months and mOS around 6 months. Moreover, even the standard second line treatment (Ramucirumab plus Paclitaxel) only provides limited benefits, with ORR less than 30%, mPFS of 4.4 months and mOS of 9.6 months.

Multiple therapies directed to CLDN-18.2 have been developed or are under development for the purpose of meeting these significant medical needs. Zolbetuximab was approved as the first CLDN18.2 targeted therapy indicated for first-line treatment of gastric cancer in combination with chemotherapy. However, the efficacy added by Zolbetuximab is quite limited. Several antibody-drug conjugates directed to CLDN18.2 are under development for second- or third-line treatment of gastric cancer, and moderate efficacy been observed in clinical trials, with potential accumulated toxicities. In 2026, CT041 became the first CLDN18.2-targeted CAR-T cell therapy approved for marketing. Although no head-to-head studies have been conducted, we believe that the significant improvement in ORR, mPFS and mOS and the favorable safety profile which we achieved in our completed Phase I/IIa trial of IMC002 indicate best-in-class potential for IMC002, and together with the potential cost advantages that we expect to achieve by means of our FOCO-CAR process, we believe this gives IMC002 strong potential to meet significant medical needs in the treatment of gastric cancer and pancreatic cancer.

OUR COMPETITIVE STRENGTHS

We believe that we are well positioned to capitalize on the anticipated strong growth of the global and China markets for CAR-T cell therapies based on our unique constellation of competitive strengths, including principally the following:

- Our potential best-in-class and potential first-in-class clinical-stage CAR-T cell therapy candidates IMC002 and IMC001.
- Our differentiated *in vivo* CAR-T cell therapy platform (iMAGIC), which has incubated four *in vivo* CAR-T cell therapy candidates for treatment of hematological diseases, autoimmune diseases and/or solid tumors, as well as our other armored technology platforms to address the most significant pain points of traditional CAR-T cell therapy (such as our Synthetic NKG2D Receptor (SNR) platform to mitigate tumor antigen heterogeneity; our Peri Cruiser® platform to reduce on-target, off-tumor toxicity; our T-Booster platform to address T cell exhaustion and T cell tumor tissue infiltration; and our SolidGuard platform to mitigate immunosuppressive tumor microenvironment (TME).
- Our vertically integrated capabilities for CAR-T cell therapy research and development (R&D) and production, including our discovery and research capabilities, our clinical development and regulatory affairs capabilities, and our CMC and production capabilities.
- Our visionary and highly experienced senior management with strong shareholder support.

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OUR STRATEGIES

Our principal strategies for capitalizing on the market opportunity include the following:

- Drive existing products toward commercialization with our “dual engine” growth model, including *ex vivo* CAR-T cell therapy candidates IMC002 and IMC001 as well as *in vivo* CAR-T cell therapy candidates IMV101, IMV102, IMV103 and IMV104;
- Fully integrate our technology platforms to complete our transformation into a platform based company model, develop additional novel products and explore new disease areas (such as autoimmune diseases and hematological malignancies);
- Establish commercial scale production capacity, building on our existing clinical-stage production capacity which is sufficient for early commercial-stage production as well;
- Develop our commercialization channels in China and implement our global development strategy; and
- Recruit and retain top-notch talent to fuel our innovation and expansion.

RESEARCH AND DEVELOPMENT

We believe that research and development is the key to driving our therapeutics strategy and maintaining our competitiveness in the biopharmaceutical industry. We are dedicated to enhancing our portfolio of CAR-T cell therapies with a particular focus on improving the safety and effectiveness of CAR-T therapies for various indications. We will continue our efforts to make cancers curable by leveraging our in-house research and development capabilities in target selection, CAR construct design and optimization, *in vitro/in vivo* validation, as well as our next-generation CAR-T technologies applied to *ex-vivo* and *in vivo* CAR-T products to address pressing challenges in our industry, as well as bring first-in-class or best-in-class cell therapy products to meet patients’ needs globally.

As of the Latest Practicable Date, our research and clinical development team consisted of 43 members. In 2024 and 2025 and for the six months ended June 30, 2026, our research and development costs amounted to RMB54.4 million, RMB77.9 million and RMB82.2 million, respectively, representing 74.1%, 66.2% and 71.3% of our total operating expenses (being the aggregate of our research and development costs, administrative expenses and other expenses) for the same years/periods, respectively.

INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we owned 12 issued patents and 44 patent applications in more than 10 countries or regions, including China, the United States, Europe and Japan. Of these, three issued patents (in China, Japan and the Eurasian Patent Office) and pending patent applications (filed in the United States and South Korea, among others, and with the European Patent Office) relate to IMC002, our Core Product. For further information concerning our intellectual property rights, see “Business — Intellectual Property” elsewhere in this document.

SUPPLIERS

In 2024, 2025 and for the six months ended June 30, 2026, purchases from our five largest suppliers amounted to RMB8.4 million, RMB26.1 million and RMB32.5 million, accounting for 34.5%, 37.3% and 40.9% of our total purchases in the respective periods. In 2024, 2025 and for the six months ended June 30, 2026, purchases from our largest supplier amounted to RMB3.0 million, RMB10.5 million and RMB18.2 million, accounting for 12.2%, 15.0% and 22.9% of our total purchases in the respective periods. To the best of our Directors’ knowledge, all of our five largest suppliers in each year/period during the Track Record Period were Independent Third Parties. As of the Latest Practicable Date, none of our Directors, their close associates, or any Shareholder who, to the best knowledge of our Directors, owned more than 5% of our issued share capital had any interest in any of our five largest suppliers in each year/period during the Track Record Period.

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COMMERCIALIZATION

Due to the novel and complex nature of CAR-T therapies, we believe that a solid and experienced team is the most essential component for successful ideation, concept development, product launch, and commercialization throughout the product lifecycle. We aim to build an internal commercial team in China for the purpose of market research, academic promotion and post-marketing surveillance. We intend to collaborate with an experienced contract sales organization (CSO) in China, especially those with commercialization experience of both CAR-T products and prescription drugs for gastrointestinal (GI) cancer indications, to promote the commercialization of IMC002. We plan to continue nurturing our existing partnerships and networks with PIs, KOLs, and industry experts in China to set the ground for our future expansion. In addition, moving forward, we will seek to introduce our treatments to other major markets outside Greater China, including the United States and Europe. For further information, see “Business — Commercialization” elsewhere in this document.

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, Dr. Minmin Sun was entitled to control the exercise of the voting rights attached to approximately 24.98% of our total issued share capital, of which approximately 4.95% of our total issued share capital was held by her directly, and approximately 20.03% of our total issued share capital was controlled by her through her capacity as the general partner of each of Shanghai Haiyi, Shanghai Yizhong and Shanghai Yimu. In addition, Dr. Sun is entitled to control the composition of a majority of our Board pursuant to the shareholders’ agreements prior to the [REDACTED]. Accordingly, Dr. Sun together with her controlled entities are considered to be our Controlling Shareholders prior to the [REDACTED].

Immediately upon completion of the [REDACTED] and assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised, Dr. Sun together with her controlled entities will be entitled to exercise the voting rights attached to approximately [REDACTED]% of our total issued share capital. As the shareholders’ agreement would be terminated immediately before the [REDACTED], they will cease to be our Controlling Shareholders and continue to be our Single Largest Group of Shareholders upon the [REDACTED].

[REDACTED] INVESTORS

Since the establishment of our Company, we have received six rounds of equity financing totaling approximately RMB973 million from our [REDACTED] Investors. Our [REDACTED] Investors include Sophisticated Investors, namely, Shenzhen Pengfu Biopharmaceutical Industry Private Equity Investment Partnership (Limited Liability Enterprise Partnership) (“**FHC Shenzhen**”), SDIC (Guangdong) Scientific and Technological Achievement Transformation Venture Capital Fund Partnership (Limited Partnership) (國投(廣東)科技成果轉化創業投資基金合夥企業(有限合夥)) (“**SDICVC Fund**”) and Vivo (Suzhou) Healthcare Industry Investment Fund (Limited Partnership) (維梧(蘇州)健康產業投資基金(有限合夥)) (“**Vivo Capital**”), each of which has made meaningful investment in our Company at least six months before the [REDACTED]. FHC Shenzhen, SDICVC Fund and Vivo Capital will respectively hold approximately [REDACTED]%, [REDACTED]% and [REDACTED]% of the total issued Shares immediately following the completion of the [REDACTED] (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised). As of June 30, 2026, we have utilized approximately 50.4% of the proceeds from the [REDACTED] Investments for the principal business of our Group, including but not limited to research and development of our products, the growth and expansion of our business and general working capital purposes.

For further details on the identities and background of our Sophisticated Investors and other [REDACTED] Investors and the principal terms of the [REDACTED] Investments, please see “History, Development and Corporate Structure — [REDACTED] Investments — Information about our [REDACTED] Investors.”

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SUMMARY OF KEY FINANCIAL INFORMATION

The summary historical financial information set forth below has been derived from and should be read in conjunction with our historical financial information including the accompanying notes set forth in the Accountants’ Report included in Appendix I to this document, as well as the information in “Financial Information” included in this document. Our financial information was prepared in accordance with IFRS Accounting Standards.

Summary of Consolidated Statements of Profit or Loss and Other Comprehensive Income

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

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)		(unaudited)	
Other income and gains	3,360	4,019	1,746	6,632
Research and development costs	(54,440)	(77,941)	(25,552)	(82,203)
Administrative expenses	(18,753)	(39,802)	(10,588)	(33,096)
Other expenses	(250)	—	—	—
Finance costs	(1,229)	(1,048)	(691)	(235)
Loss before tax	(71,312)	(114,772)	(35,085)	(108,902)
Income tax expense	—	—	—	—
Loss for the year/period . . .	(71,312)	(114,772)	(35,085)	(108,902)

For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, we incurred net losses of RMB71.3 million, RMB114.8 million, RMB35.1 million and RMB108.9 million, respectively, primarily due to our substantial research and development costs and administrative expenses.

During the Track Record Period, our research and development costs primarily consisted of (i) clinical development and pre-clinical research costs, (ii) staff costs for and share-based payments to our research and development employees, (iii) material and consumable costs, and (iv) depreciation and amortization. For the years ended December 31, 2024 and 2025 and the six months ended June 30, 2025 and 2026, the research and development costs for the Core Product were RMB32.1 million, RMB57.4 million, RMB19.6 million and RMB63.1 million, respectively, representing 59.0%, 73.7%, 76.6% and 76.8% of our total research and development costs for the same period. Our research and development costs increased by 43.2% from RMB54.4 million in the year ended December 31, 2024 to RMB77.9 million in the year ended December 31, 2025, primarily attributable to increases in clinical development and pre-clinical research costs and material and consumable costs resulting from the advancement of clinical development of IMC002 into a registrational clinical trial, and our investments during the early stage of research and development of certain of our *in vivo* CAR-T products. Our research and development costs increased significantly from RMB25.6 million in the six months ended June 30, 2025 to RMB82.2 million in the six months ended June 30, 2026, primarily attributable to increases in clinical development and pre-clinical research costs, staff costs and material and consumable costs in relation to registrational clinical trial of IMC002, phase I clinical trial of IMC001, and IIT of certain of our *in vivo* CAR-T products.

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During the Track Record Period, our administrative expenses primarily consisted of (i) staff costs for our administrative personnel, (ii) professional service fee, mainly including [REDACTED] expenses incurred in connection with the proposed [REDACTED] and other fees relating to our equity financing, (iii) office and travelling expense in relation to our administrative activities, and (iv) depreciation and amortization expenses. Our administrative expenses increased significantly from RMB18.8 million in the year ended December 31, 2024 to RMB39.8 million in the year ended December 31, 2025, and from RMB10.6 million in the six months ended June 30, 2025 to RMB33.1 million in the six months ended June 30, 2026, primarily attributable to (i) an increase in professional service fee, reflecting an increase in professional service fees paid for strategic and marketing consulting services in 2025 and [REDACTED] expenses incurred in connection with the proposed [REDACTED] in 2025 and 2026, and (ii) increases in staff costs and share-based payments, reflecting the increased compensation to our administrative personnel.

For further details, please refer to the paragraph headed “Financial Information — Description of Key Components of Our Consolidated Statements of Profit or Loss and Other Comprehensive Income” in this document.

Selected Items of Consolidated Statements of Financial Position

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

	As of December 31,		As of June 30,
	2024	2025	2026
	(RMB in thousands)		
Total current assets	120,268	442,163	481,417
Total assets	157,322	499,760	550,963
Total current liabilities	66,539	53,596	41,680
Total liabilities	69,983	57,208	44,627
Net current assets	53,729	388,567	439,737
Net assets	87,339	442,552	506,336

Our net assets increased from RMB87.3 million as of December 31, 2024 to RMB442.6 million as of December 31, 2025, and then increased to RMB506.3 million as of June 30, 2026, primarily due to cash proceeds received from equity financing. For details of our financial position, please refer to the paragraph headed “Financial Information — Discussion of Selected Items from the Consolidated Statements of Financial Position” in this document.

Liquidity and Capital Resources

The following table sets out a summary of our cash flows for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)			
	(unaudited)			
Net cash used in operating activities	(59,575)	(98,126)	(32,212)	(101,640)
Net cash (used in)/generated from investing activities . . .	(33,498)	(149,640)	(42,976)	119,221
Net cash generated from financing activities	22,305	433,505	74,176	146,070

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	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)			
	(unaudited)			
Net (decrease)/increase in cash and cash equivalents	(70,768)	185,739	(1,012)	163,651
Cash and cash equivalents at beginning of year/period . . .	<u>123,232</u>	<u>52,464</u>	<u>52,464</u>	<u>238,203</u>
Cash and cash equivalents at end of year/period	<u>52,464</u>	<u>238,203</u>	<u>51,452</u>	<u>401,854</u>

We recorded net operating cash outflows during the Track Record Period, primarily as a result of our research and development costs and administrative expenses. We plan to improve our net operating cash outflow position by the following means: (i) accelerating the clinical development of our product candidates and advancing them towards commercialization in the next few years, particularly our Core Product candidate IMC002; (ii) adopting comprehensive measures to effectively optimize our cost structure and control our operating expenses; (iii) closely monitoring our receivables collection and payables settlement, thereby enhancing working capital management and improving our cash flow position; and (iv) successfully launching the [REDACTED] to obtain the [REDACTED] thereof.

For details of our cash flows, please refer to the paragraph headed “Financial Information — Liquidity and Capital Resources” in this document.

Cash Operating Costs

The following table sets forth key information relating to our cash operating costs for the years/periods indicated:

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)			
	(unaudited)			
Cash operating costs relating to our Core Product:				
Clinical development and pre-clinical research costs	9,208	14,375	7,598	22,342
Staff costs	11,542	10,012	6,665	12,228
Material and consumable costs	4,192	4,527	1,832	10,012
Others	<u>1,339</u>	<u>1,639</u>	<u>1,026</u>	<u>2,122</u>
Subtotal	<u>26,281</u>	<u>30,553</u>	<u>17,121</u>	<u>46,704</u>
Cash operating costs relating to our other product candidates:				
Clinical development and pre-clinical research costs	5,671	18,828	327	6,857
Staff costs	11,204	13,750	4,213	9,186
Material and consumable costs	1,809	2,980	526	3,195
Others	<u>1,511</u>	<u>1,181</u>	<u>192</u>	<u>542</u>
Subtotal	<u>20,195</u>	<u>36,739</u>	<u>5,258</u>	<u>19,780</u>

SUMMARY

	Year ended December 31,		Six months ended June 30,	
	2024	2025	2025	2026
	(RMB in thousands)			
	(unaudited)			
Other cash operating costs:				
Staff costs	10,475	11,836	4,889	9,921
Professional service expenses	2,041	7,589	2,946	18,803
Others	975	6,756	1,006	4,902
Total	59,967	93,473	31,220	100,110

Key Financial Ratios

The following table sets forth certain of our key financial ratios as of the dates indicated:

	As of December 31,		As of June 30,
	2024	2025	2026
Current ratio ⁽¹⁾	1.8	8.2	11.6
Gearing ratio ⁽²⁾	51.5%	3.1%	—

Notes:

- (1) Current ratio is calculated by dividing current assets by current liabilities as of the date indicated.
- (2) Gearing ratio is calculated by dividing interest-bearing bank borrowings by total equity as of the date indicated, multiplied by 100%.

Working Capital

The Directors are of the opinion that, taking into account the financial resources available to us, including (i) our existing cash and cash equivalents; (ii) financial assets at fair value through profit or loss; (iii) available bank facilities; and (iv) the estimated [REDACTED] from the [REDACTED], we have sufficient working capital to cover 125% of our cash expenditure for at least the next 12 months following the date of this document.

Our cash burn rate refers to the average monthly (i) net cash used in operating activities, (ii) cash paid for purchases of property, plant and equipment, (iii) principal and interest payments on lease liabilities. We consider these items to be key indicators of our operational efficiency, reflecting payments which can significantly impact our cashflow, and the costs of financing lease obligations, all of which may occur on a regular basis. We estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] million after deducting the [REDACTED] fees and expenses payable by us in the [REDACTED], assuming no [REDACTED] is exercised and assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the [REDACTED] of the indicative [REDACTED] range). Assuming the average cash burn rate going forward of 2.5 times the level in the year ended December 31, 2025, we estimate that (i) our cash and cash equivalents along with the financial assets measured at fair value through profit or loss as of June 30, 2026 will be able to maintain our financial viability for 21 months, (ii) if we take into account all of the estimated [REDACTED] from the [REDACTED], [REDACTED] months. We will continue to monitor our cash flows from operations closely and expect to raise our next round of financing, if needed, with a minimum buffer of 12 months.

SUMMARY

[REDACTED] STATISTICS

The statistics in the following table are based on the assumptions that [REDACTED] H Shares will be issued pursuant to the [REDACTED], [REDACTED] Unlisted Shares will be [REDACTED] into H Shares and the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised:

	Based on an [REDACTED] of HK\$[REDACTED] per Share	Based on an [REDACTED] of HK\$[REDACTED] per Share
[REDACTED] of our H Shares ⁽¹⁾	HK\$[REDACTED] million	HK\$[REDACTED] million
Unaudited [REDACTED] adjusted consolidated net tangible assets attributable to owners of the parent per Share ⁽²⁾	HK\$[REDACTED]	HK\$[REDACTED]

- (1) The calculation of the [REDACTED] of our H Shares is based on the [REDACTED] H Shares, comprising [REDACTED] H Shares to be issued under the [REDACTED] (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised) and [REDACTED] H Shares to be [REDACTED] from Unlisted Shares, expected to be in issue immediately upon completion of the [REDACTED].
- (2) The unaudited [REDACTED] adjusted consolidated net tangible assets attributable to owners of the parent per Share as at June 30, 2026 are calculated on the basis that [REDACTED] H Shares are in issue which is retrospectively adjusted for Share Subdivision (whereby each share is subdivided into five shares), and assuming that the [REDACTED] had been completed on June 30, 2026, without taking into account of any shares which may be allotted and issued upon the exercise of the [REDACTED] and the exercise of any share options granted under the 2026 [REDACTED] Share Option Scheme. The unaudited [REDACTED] adjusted consolidated net tangible assets attributable to owners of the parent per Share are converted into Hong Kong dollars at an exchange rate of RMB[0.86550] to HK\$1.00.

DIVIDEND

We did not declare or pay dividends on our Shares during the Track Record Period.

Any future declarations and payments of dividends will be at the absolute discretion of our Directors and will depend on our actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors which our Directors consider relevant. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. In view of our accumulated losses, as advised by our PRC Legal Advisors, we shall not declare or pay dividend until the accumulated losses are covered by our after-tax profits and sufficient statutory common reserve is drawn in accordance with the relevant laws and regulations. According to relevant PRC laws, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our after-tax net profit to our statutory common reserve fund until such fund has reached more than 50% of our registered capital. As a result, we may not have sufficient or any distributable profits to make dividend contributions to our Shareholders, even if we become profitable.

We currently do not have formal dividend policy or any pre-determined dividend payout ratio.

SUMMARY

USE OF [REDACTED]

We estimate that we will receive [REDACTED] from the [REDACTED] of approximately HK\$[REDACTED] million, after deducting [REDACTED] commissions, fees and other estimated expenses in connection with the [REDACTED] paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised and an [REDACTED] of HK\$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range).

We currently intend to apply these [REDACTED] for the following purposes, subject to changes in light of our evolving business needs and changing market conditions:

- Approximately [REDACTED]% of the [REDACTED], or HK\$[REDACTED] million, to advance the development and commercialization of our Core Product, IMC002.
- Approximately [REDACTED]% of the [REDACTED], or HK\$[REDACTED] million, to advance the development of our *in vivo* CAR-T platform and product candidates, including, but not limited to, IMV101, IMV102, IMV103 and IMV104. The [REDACTED] will be primarily used to fund the IND-enabling studies and IND applications, clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.
- Approximately [REDACTED]% of the [REDACTED], or HK\$[REDACTED] million, to advance the development of our other product candidates, including, but not limited to, IMC001. The [REDACTED] will be primarily used to fund the clinical trials, purchase the materials and consumables required for such clinical development, and to pay for the relevant staff cost.
- Approximately [REDACTED]% of the [REDACTED], or HK\$[REDACTED] million, for working capital and general corporate purposes, including funding day-to-day operations, supporting liquidity needs, and other corporate expenditures.

For further details, see “Future Plans and Use of [REDACTED].”

RISK FACTORS

We face a number of material 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 risks, you should read the “Risk Factors” section in its entirety before you decide to invest in our H Shares. Some of the major risks that we face include:

- If we are unable to successfully complete clinical development, obtain regulatory approval and/or commercialize our product portfolio, including our Core Product, or if we experience delays in any of the foregoing, our business, financial conditions, results of operations and prospects will be materially and adversely affected.
- Clinical development of biopharmaceutical products involves a lengthy, difficult and expensive process with uncertain outcomes, and results of earlier clinical studies and trials may not be predictive of future trial results.
- If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, our business will be materially impaired.
- The manufacturing process of our cell-based products is highly complex, and our business could be materially and adversely affected if we encounter problems in manufacturing our product candidates or fail to comply with regulatory requirements.

SUMMARY

- We have incurred net losses since our inception and expect to continue to incur losses for the foreseeable future; we may never achieve or maintain profitability.
- We could be unsuccessful in obtaining or maintaining adequate patent protection for one or more of our product candidates and our technology platforms, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties may compete directly against us.

[REDACTED] EXPENSES

[REDACTED] expenses represent professional fees, [REDACTED] commission and other fees incurred in connection with the [REDACTED]. We estimate that our [REDACTED] expenses will be approximately HK\$[REDACTED] million (assuming the [REDACTED] and any options granted under the 2026 [REDACTED] Share Option Scheme are not exercised and based on the [REDACTED] of HK\$[REDACTED] per Share (being the [REDACTED] of the indicative [REDACTED] range)), which accounts for approximately [REDACTED]% of the [REDACTED] from the [REDACTED]. We estimate the [REDACTED] expenses to consist of approximately HK\$[REDACTED] million in [REDACTED] fees and HK\$[REDACTED] million in non-[REDACTED] fees (which consist of fees and expenses of the Sole Sponsor of approximately HK\$[REDACTED] million, fees and expenses of legal advisors and our Reporting Accountant of approximately HK\$[REDACTED] million and other fees and expenses of approximately HK\$[REDACTED] million). Among the total [REDACTED] expenses, approximately HK\$[REDACTED] million will be directly attributable to the issue of our Shares, which will be deducted from equity upon the completion of the [REDACTED], RMB[REDACTED] million has been expensed during the Track Record Period, and the remaining approximately HK\$[REDACTED] million will be expensed in our consolidated statements of profit or loss and other comprehensive income before the [REDACTED].

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

As we further our pre-clinical studies and continue to support the clinical trials of our product candidates, we expect our research and development costs and administrative expenses to continue to increase for the year ending December 31, 2026. As we have no product approved for commercial sale and therefore have not generated any revenue, we expect to incur increased net loss in the year ending December 31, 2026.

After performing sufficient due diligence work that our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since June 30, 2026 (being the end date of the period reported on in the Accountants’ Report set out in Appendix I to this document) and there has been no event since June 30, 2026 which would materially affect the information as set out in the Accountants’ Report set out in Appendix I to this document.