

## **APPENDIX IV**

## **STATUTORY AND GENERAL INFORMATION**

### **A. FURTHER INFORMATION ABOUT OUR GROUP**

#### **1. Incorporation of our Company**

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on December 1, 2017. Our registered office is at the offices of Vistra (Cayman) Limited located at P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of certain aspects of the Cayman Islands company law and a summary of certain provisions of our Articles of Association are set out in “Appendix III — Summary of the Constitution of the Company and the Company Laws of the Cayman Islands” to this document.

Our registered place of business in Hong Kong is at Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. We registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on February 9, 2026. Ms. PUN Ka Ying (盤嘉盈), one of our joint company secretaries, has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of our Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

#### **2. Changes in the Share Capital of Our Company**

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

#### **3. Changes in the Share Capital of Our Subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report as set out in Appendix I to this document.

The following alterations in the share or registered capital of our subsidiaries have taken place within two years immediately preceding the date of this document.

##### ***Tyligand Shanghai***

On August 14, 2024, the registered capital of Tyligand Shanghai was increased from RMB300 million to RMB400 million. On September 19, 2025, the registered capital of Tyligand Shanghai was increased from RMB400 million to RMB500 million.

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### *Tyligand Suzhou*

On August 13, 2024, the registered capital of Tyligand Suzhou was increased from US\$3 million to US\$20 million. On April 29, 2025, the registered capital of Tyligand Suzhou was increased from US\$20 million to US\$40 million. On January 22, 2026, the registered capital of Tyligand Suzhou was increased from US\$40 million to US\$60 million.

### *Tyligand Hainan*

On October 28, 2024, the registered capital of Tyligand Hainan was decreased from RMB20 million to RMB1 million.

#### **4. Resolutions of Shareholders of Our Company Passed on [●]**

Written resolutions of our Shareholders were passed on [●], pursuant to which, among others:

- (i) all of the Preferred Shares (whether issued or unissued) be re-designated and reclassified as Ordinary Shares of US\$0.001 each on one-for-one basis before the [REDACTED] becoming unconditional was approved;
- (ii) the Memorandum and Articles of Association was approved and adopted conditional upon [REDACTED];
- (iii) conditional upon all the conditions set out in “Structure of the [REDACTED] — [REDACTED]” being fulfilled:
  - (a) each of the Share Subdivision, the [REDACTED] and the granting of the [REDACTED] [was approved];
  - (b) the Board (or any of its duly authorized committee or person thereof) [was authorized] to allot and issue the new Shares pursuant to the Share Subdivision, the [REDACTED] and the [REDACTED];
  - (c) the Board (or any of its duly authorized committee or person thereof) [was authorized] to agree to the [REDACTED] per [REDACTED] with the [REDACTED];
  - (d) a general unconditional mandate [was granted] to our Directors to allot, issue and deal with Shares (including the resale or transfer of Treasury Shares by our Company) or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options (including but not limited to warrants, bonds, debentures, notes and other securities convertible into Shares) which would or might require the exercise of such powers, provided that the

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aggregate nominal value of Shares allotted or agreed conditionally or unconditionally to be allotted by our Directors other than pursuant to (i) a rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment and issuance of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association, (iii) the exercise of any subscription or conversion rights attaching to any warrants or securities which are convertible into Shares or in issue prior to the date of passing the relevant resolution or (iv) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of (1) 20% of the total nominal value of the share capital of our Company in issue (excluding Treasury Shares) immediately following the completion of and the [REDACTED] (assuming the [REDACTED] is not exercised) and (2) the total nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in paragraph (v) below, such mandate to remain in effect during the period from the passing of the resolution until the earliest of the conclusion of our next annual general meeting, the end of the period within which we are required by any applicable law or the Articles of Association to hold our next annual general meeting or the date on which the resolution is varied or revoked by an ordinary resolution of the Shareholders in general meeting (the “**Applicable Period**”);

- (e) a general unconditional mandate [was granted] to our Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose Shares with a total nominal value of not more than 10% of the total nominal value of the share capital of our Company in issue (excluding Treasury Shares, if any) immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), such mandate to remain in effect during the Applicable Period (the “**Repurchase Mandate**”); and
- (f) the general unconditional mandate mentioned in paragraph (d) above be extended by the addition to the aggregate nominal value of the share capital of our Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (e) above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of our Company’s share capital in issue (excluding Treasury Shares, if any) immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

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### 5. 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. Our Directors confirm that neither the explanatory statement of the Share Repurchase Mandate nor the proposed share repurchase has any unusual features.

#### *(a) Provisions of the Listing Rules*

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

##### *(i) Shareholders' Approval*

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

Pursuant to a resolution passed by our Shareholders on [●], the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, with a total number up to 10% of the aggregate number of our Shares in issue immediately following the completion of the Share Subdivision and the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]) with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless otherwise 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 Articles of Association or any other applicable laws to be held, and (iii) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

##### *(ii) Source of Funds*

Any repurchases of Shares by us must be funded out of funds legally available for the purpose in accordance with our Memorandum and Articles of Association, the Listing Rules and the applicable laws of Hong Kong and the Cayman Islands. We are not permitted to repurchase our 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 from time to time. As a matter of Cayman law, any purchases by our Company may be made out of profits or out of proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account

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or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

### *(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 a maximum of 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, share options or similar instruments requiring our 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 listed 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*

Pursuant to the Listing Rules, the shares repurchased by an issuer shall be held as Treasury Shares or cancelled. The listing of all shares which are held as Treasury Shares shall be retained. The issuer shall ensure that Treasury Shares are appropriately identified and segregated. The [REDACTED] of all repurchased securities (whether on the Stock Exchange or otherwise) but not held as Treasury Shares is automatically cancelled upon repurchase and our Company must apply for [REDACTED] of any further Shares in the normal way. The relative certificates must be cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital of our Company under the Cayman Companies Act.

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### *(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) and ending on the date of results announcement, 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 the Stock Exchange considers the listed company has breached the Listing Rules.

### *(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 our 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 his securities to our Company.

### ***(b) Reasons for Repurchase***

Our Directors believe that it is in the best interest of our Company and Shareholders for our Directors to have 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 Shareholders.

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### *(c) Funding of Repurchases*

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the 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. Subject to the foregoing, our Directors may make repurchases out of profits of the Company, out of the share premium account of the Company or out of the proceeds of a new issuance of shares made for the purpose of the repurchase 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. Subject to the Cayman Companies Act, a repurchase may also be made out of capital.

However, our Directors do not propose to exercise the general 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 our 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 (excluding Treasury Shares) immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period prior to: (i) the conclusion of the next annual general meeting of our Company; (ii) the expiry of the period within which our Company is required by the Articles of Association or any applicable law to hold our annual general meeting; or (iii) the variation or revocation by an ordinary resolution of the Shareholders passed in a general meeting, whichever is the earliest.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to us or our subsidiaries.

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, the Articles of Association, the Cayman Companies Act or any other applicable laws of the Cayman Islands.

Subject to the applicable requirements under the Listing Rules, our Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as Treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

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Should our Company decide to hold repurchased Shares as Treasury Shares, we will, upon completion of the Share repurchase, withdraw the repurchased Shares from [REDACTED] and register the Treasury Shares in our Company’s name. We may re-deposit its Treasury Shares into [REDACTED] only if it has an imminent plan to resell these Treasury Shares on the Stock Exchange and will complete such resale as soon as possible. We will have appropriate measures to ensure that it would not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to Treasury Shares. These measures include, for example, an approval by the Board that (i) our Company should procure its [REDACTED] not to give any instructions to [REDACTED] to vote at general meetings for the Treasury Shares deposited with [REDACTED]; and (ii) in the case of dividends or distributions, our Company should withdraw the Treasury Shares from [REDACTED], and either re-register them in our Company’s name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders’ approval at our Company’s general meetings.

If, as a result of a repurchase of our Shares pursuant to the repurchase mandate, a Shareholder’s proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of us 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 which results in the number of Shares held by the public being reduced to less than 25% of our Shares then in issue could only be implemented with the approval of the Stock Exchange 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, as defined in the Listing Rules, has notified us that he/she/it has a present intention to sell their Shares to us, or has undertaken not to do so, if the repurchase mandate is exercised.

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### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. Summary of Material Contract(s)

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

(i) the [REDACTED]; and

(ii) [●].

#### 2. Intellectual Property Rights

##### (a) Trademarks

###### *Registered Trademarks*

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

| No. | Trademark                                                                           | Owner             | Class                 | Place of registration | Expiry date       | Registration number |
|-----|-------------------------------------------------------------------------------------|-------------------|-----------------------|-----------------------|-------------------|---------------------|
| 1.  |  | Tyligand Shanghai | 44                    | PRC                   | January 13, 2030  | 38318048            |
| 2.  |  | Tyligand Shanghai | 42                    | PRC                   | January 13, 2030  | 38318049            |
| 3.  |  | Tyligand Shanghai | 35                    | PRC                   | January 13, 2030  | 38318050            |
| 4.  |  | Tyligand Shanghai | 10                    | PRC                   | January 13, 2030  | 38318051            |
| 5.  |  | Tyligand Shanghai | 5                     | PRC                   | January 13, 2030  | 38318052            |
| 6.  | 泰励                                                                                  | Tyligand Shanghai | 42                    | PRC                   | January 13, 2030  | 38318043            |
| 7.  | 泰励                                                                                  | Tyligand Shanghai | 44                    | PRC                   | January 13, 2030  | 38318044            |
| 8.  | 泰励                                                                                  | Tyligand Shanghai | 5                     | PRC                   | April 20, 2030    | 38318045            |
| 9.  | 泰励                                                                                  | Tyligand Shanghai | 35                    | PRC                   | April 20, 2030    | 38318047            |
| 10. | 泰励医药                                                                                | Tyligand Hainan   | 5, 10, 35, 40, 42, 44 | PRC                   | January 20, 2034  | 71139816            |
| 11. | 泰励生物                                                                                | Tyligand Hainan   | 35, 40, 42            | PRC                   | February 13, 2034 | 70919381            |
| 12. | 泰励                                                                                  | Tyligand Hainan   | 10                    | PRC                   | March 20, 2034    | 74431653            |

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| No. | Trademark                                                                         | Owner           | Class        | Place of registration | Expiry date       | Registration number |
|-----|-----------------------------------------------------------------------------------|-----------------|--------------|-----------------------|-------------------|---------------------|
| 13. |  | Tyligand Hainan | 10, 40, 42   | PRC                   | February 27, 2034 | 70998300            |
| 14. | 泰尔昌                                                                               | Tyligand Hainan | 5            | PRC                   | June 27, 2033     | 67453787            |
| 15. | DATIA                                                                             | Tyligand Hainan | 1, 5, 42, 44 | PRC                   | June 13, 2033     | 67720395            |
| 16. | 久泰益                                                                               | Tyligand Hainan | 5            | PRC                   | April 13, 2033    | 67707757            |
| 17. | 久泽安                                                                               | Tyligand Hainan | 5            | PRC                   | April 13, 2033    | 67718297            |
| 18. | 欣尔力                                                                               | Tyligand Hainan | 5            | PRC                   | April 13, 2033    | 67709914            |
| 19. | 欣泰益                                                                               | Tyligand Hainan | 5            | PRC                   | August 20, 2033   | 67718607            |
| 20. |  | Tyligand Suzhou | 5, 35, 42    | Hong Kong             | March 16, 2036    | 307094458           |
| 21. |  | Tyligand Suzhou | 5, 35, 42    | Hong Kong             | March 10, 2036    | 307086457           |
| 22. |  | Tyligand Suzhou | 5, 35, 42    | Hong Kong             | March 16, 2036    | 307094449           |
| 23. | 泰勵 泰勵                                                                             | Tyligand Suzhou | 5, 35, 42    | Hong Kong             | March 16, 2036    | 307094449           |

### (b) Patents

#### Registered Patents

As of the Latest Practicable Date, we owned the following registered patents which we consider to be or may be material to our business:

| No. | Patent                                                               | Type of patent | Place of registration | Patent number | Owner             | Expiration date  |
|-----|----------------------------------------------------------------------|----------------|-----------------------|---------------|-------------------|------------------|
| 1.  | Multifunctional cyclic-dinucleotides and uses thereof (多功能環二核苷酸及其用途) | Invention      | PRC                   | CN115160392B  | Tyligand Shanghai | October 15, 2041 |
| 2.  | Multifunctional cyclic-dinucleotides and uses thereof (多功能環二核苷酸及其用途) | Invention      | Hong Kong             | HK40079070B   | Tyligand Shanghai | October 15, 2041 |

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| No.    | Patent                                                               | Type of patent | Place of registration | Patent number | Owner             | Expiration date   |
|--------|----------------------------------------------------------------------|----------------|-----------------------|---------------|-------------------|-------------------|
| 3. . . | Multifunctional cyclic-dinucleotides and uses thereof (多功能環二核苷酸及其用途) | Invention      | Taiwan                | TWI901793B    | Tyligand Shanghai | October 19, 2041  |
| 4. . . | Multifunctional cyclic-dinucleotides and uses thereof (多功能環二核苷酸及其用途) | Invention      | Japan                 | JP7875196B2   | Tyligand Shanghai | October 19, 2041  |
| 5. . . | Multifunctional cyclicdinucleotides and uses thereof (多功能環二核苷酸及其用途)  | Invention      | Macao                 | MOJ/10250C    | Tyligand Shanghai | October 19, 2041  |
| 6. . . | KRAS inhibitors for cancer treatment (用於癌症治療的KRAS抑制劑)                | Invention      | PRC                   | CN113637005B  | Tyligand Shanghai | February 24, 2041 |
| 7. . . | KRas inhibitors for cancer treatment (用於癌症治療的KRas抑制劑)                | Invention      | PRC                   | CN114920738B  | Tyligand Shanghai | November 1, 2041  |
| 8. . . | KRAS inhibitors for cancer treatment (用於癌症治療的KRAS抑制劑)                | Invention      | PRC                   | CN116867779B  | Tyligand Shanghai | November 5, 2041  |

### (c) Domain Names

As of the Latest Practicable Date, we had registered the following internet domain names which we consider to be or may be material to our business:

| No.    | Domain name         | Owner             | Expiry date       |
|--------|---------------------|-------------------|-------------------|
| 1. . . | www.tyligand.com.cn | Tyligand Shanghai | November 11, 2027 |
| 2. . . | www.tyligand.com    | Our Company       | November 11, 2026 |
| 3. . . | www.tyligand.net    | Our Company       | November 11, 2026 |
| 4. . . | www.tyligand.cn     | Our Company       | November 11, 2026 |

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents or other intellectual or industrial property rights which were material in relation to our Group’s business.

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### C. FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

#### 1. Disclosure of Interest

##### (a) *Interests and Short Positions of the Directors and Chief Executive of Our Company in the Shares, Underlying Shares and Debentures of Our Company and Our Associated Corporation*

Save as disclosed in the section headed “Substantial Shareholders,” immediately following completion of the Share Subdivision and the [REDACTED] (assuming the [REDACTED] is not exercised, the share options granted under the 2023 Incentive Plan are not exercised and each Preferred Share will be automatically converted to one Share upon the [REDACTED] becoming unconditional), the interests of our Directors and chief executive in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are 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 to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, are set out as follows.

##### (i) *Long positions in the underlying Shares in our Company*

| Name                | Nature of interest | Immediately after the<br>[REDACTED] |                                                   |
|---------------------|--------------------|-------------------------------------|---------------------------------------------------|
|                     |                    | Number of Shares <sup>(1)</sup>     | Approximate percentage of interest in our Company |
| Dr. Zhang . . . . . | Beneficial owner   | 4,251,000 <sup>(1)</sup>            | [REDACTED]%                                       |
| Dr. Zhong . . . . . | Beneficial owner   | 3,270,000 <sup>(1)</sup>            | [REDACTED]%                                       |

*Note:*

- (1) Representing the shares (as adjusted after the Share Subdivision) underlying the Options granted to him under the 2023 Incentive Plan.

##### (b) *Interests of the substantial Shareholders in the Shares and Underlying Shares of our Company*

Save as disclosed below and in the section headed “Substantial Shareholders,” immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised, the share options granted under the 2023 Incentive Plan are not exercised and

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each Preferred Share will be automatically converted to one Share upon the [REDACTED] becoming unconditional), our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the voting power at any general meeting of our Company.

### *(c) Interests in Other Members of Our Group*

As of the Latest Practicable Date, our Directors are not aware of any persons (excluding our Company and its subsidiaries) are directly and indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at any general meeting of any member of our Group (other than our Company).

## **2. Directors’ Service Contracts and Letters of Appointment**

### *(a) Executive Directors and Non-executive Directors*

Each of the executive Directors and the non-executive Directors [has entered] into a service contract with our Company under which they agreed to act as an executive Director or a non-executive Director for an initial term of three years commencing from the date of his appointment as a Director and continue for a period of three years or until the third annual general meeting of the Company since the [REDACTED], whichever is earlier, which may be terminated by not less than [three months’] notice in writing served by either the executive Director or our Company.

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

### *(b) Independent non-executive Directors*

Each of the independent non-executive Directors [has signed] an appointment letter with our Company for a term of three years with effect from the date of his appointment as a Director and continue for a period of three years or until the third annual general meeting of the Company since the [REDACTED], whichever is earlier. The appointments of the independent non-executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

## **3. Director’s Remuneration**

Save as disclosed in “Directors and Senior Management” of this document and Note 9 to the Accountants’ Report as set out in Appendix I to this document, for the two financial years ended December 31, 2025 and the six months ended June 30, 2026, none of our Directors received other remunerations or benefits in kind from us.

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There were no arrangements under which any Director has waived or agree to waive any emolument during the Track Record Period.

### 4. Disclaimers

- (i) Save as disclosed in “— 2. Directors’ Service Contracts and Letters of Appointment” in this Appendix above, there is no existing or proposed service contract (excluding any contract expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group.
- (ii) None of our Directors or the experts named in “— E. Other Information — 8. Qualifications and Consents of Experts” in this Appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (iii) Save in connection with the [REDACTED], none of our Directors nor any of the experts named in “— E. Other Information — 8. Qualifications and Consents of Experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group as a whole.
- (iv) None of our Directors or their respective close associates or any Shareholders of our Company (who to the knowledge of our Directors owns more than 5% of the number of our issued shares) has any interest in our five largest suppliers or our five largest customers.

### D. 2023 INCENTIVE PLAN

#### Summary of Principal Terms of the 2023 Incentive Plan

As of the Latest Practicable Date, we had one share incentive plan in effect, namely the 2023 Incentive Plan, the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules.

The 2023 Incentive Plan was adopted on June 28, 2023 upon approval by our then Shareholders. A summary of the principal terms of the 2023 Incentive Plan is set out below:

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### *(i) Purpose*

The purposes of the 2023 Incentive Plan (the “**Plan**”) is to enhance the long-term shareholder value of the Company by offering opportunities to Eligible Participants (as defined below) to participate in and benefit from the Company’s growth and success, and to secure and retain the services of Eligible Participants.

### *(ii) Eligible Participants*

Full-time employees or consultants that have entered into written employment agreements or consultant agreements with the Company or any of its subsidiaries are eligible to receive the Options; provided that service solely as a director, or payment of a fee for such services, will not cause a director to be considered an Employee for purposes of the Plan (the “**Eligible Participants**”).

### *(iii) Administration*

The Plan shall be subject to the administration of Dr. Zhang or any officer of the Company designated by Dr. Zhang (the “**Administrator**”). The Administrator has the power to (a) determine the provisions of the Option, provided that if Options granted to the same Eligible Participant in a single or series of grants exceeds 0.5% of the Company’s then issued and outstanding share capital, the Administrator shall obtain the written consent of the Board prior to such grant; (b) construe and interpret the Plan and the Options granted, and establish, amend and revoke rules and regulations for administration of the 2023 Incentive Plan and the Options. The Administrator, in the exercise of these powers, may correct any defect, omission or inconsistency in the Plan, any share option award agreement or any grant notice, in a manner and to the extent it will deem necessary or expedient to make the Plan or an Option fully effective; (c) settle all controversies on behalf of the Company regarding the Plan and the Options granted under it; (d) approve and amend share option award agreement and grant notice, and amend the terms of any Option, subject to a few exceptions stipulated by the Plan; (e) exercise such powers and to perform such acts as the Administrator deems necessary or expedient to promote the best interests of the Company and that are not in conflict with the provisions of the Plan; and (f) without limiting the generality of the foregoing, the Administrator is specifically authorized to adopt rules, procedures and subplans, regarding, without limitation, conversion of local currency, obligations to pay payroll tax, determination of beneficiary designation requirements, withholding procedures and handling of share issuances, which may vary according to local requirements.

Notwithstanding the foregoing, any amendment to the Plan shall be approved by the Board, and for the avoidance of doubt, the Administrator reserves the right to confirm or amend the share option award agreement and the grant notice in any respect the Administrator deems necessary or advisable, subject to the limitations, if any, of applicable Law; provided, however, that (i) except as otherwise expressly provided in the Plan, an share option award agreement or a grant notice, no amendment of the Plan will impair a grantee’s rights under an outstanding Option or Shares unless (a) the Company requests the consent of the affected grantee and (b)

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

such grantee consents in writing. Notwithstanding the foregoing, a grantee’s rights will not be deemed to have been impaired by any such amendment if the Administrator, in its sole discretion, determines that the amendment, taken as a whole, does not materially impair the grantee’s rights, and subject to the limitations of applicable law, if any, the Administrator may amend the terms of the Options without the affected grantee’s consent (i) to maintain the tax qualification status of the Option, (ii) to comply with any applicable laws.

### *(iv) Shares Subject to the Plan*

The maximum number of Shares that may be issued pursuant to the Option under the Plan shall not exceed 3,849,376 Shares (being 19,246,880 Shares upon the completion of the Share Subdivision) in the aggregate, representing [REDACTED]% of our total issued Shares upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

If an Option or any portion thereof expires or otherwise terminates without all of the Shares covered by such Option having been issued, such termination or expiration will not reduce (or otherwise offset) the number of Shares that may be available for issuance under the Plan. For the avoidance of doubt, (a) any Shares repurchased or reduced by the Company in satisfaction of tax withholding obligations on an Option or as consideration for the exercise or purchase price of an Option shall be no longer available for issuance under the Plan; and (b) if any Option or any portion thereof is purchased by the Company pursuant to scheme rules, the Option so purchased shall be cancelled, while the underlying Shares shall continue be available for issuance under the Plan.

The Shares issuable under the Plan can be satisfied by issuance of new Shares or repurchase of Shares by the Company.

### *(v) Grant of Share Option*

The Option will be allocated and granted at the sole discretion of the Administrator. Subject to the terms of the 2023 Incentive Plan, each Option may contain such additional terms and conditions as the Administrator deems appropriate.

### *(vi) Condition to Exercise and Method of Exercise*

Subject to other conditions set forth in the Plan, the share option award agreement and grant notice, the Option shall only be exercisable upon the occurrence of a trade sale or an [REDACTED] (“Exit Event”).

In the event of a trade sale, the unvested Option will be accelerated and become vested and exercisable. If any grantee fails to exercise any portion of his Option within the applicable Exercise Period (as defined below), such grantee shall be deemed to have forfeited all such unexercised Option that he would have been entitled to exercise and any Share issuable pursuant thereto.

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In the event of an [REDACTED], a grantee may exercise the vested Option. Any vested Option not exercised upon an [REDACTED] or unvested Option may be vested pursuant to the applicable vesting schedule and acceleration provision and may be exercised at any time after the [REDACTED], subject to the compliance of lock-up requirements under applicable laws or as the [REDACTED] or the Administrator reasonably request to facilitate the compliance with applicable laws.

In compliance with applicable law, the Company will notify the grantee of an Exit Event at least 30 days in advance (the “**Exercise Period**”). To exercise an Option, the grantee shall deliver a written notice of exercise during this period, specifying the number of ordinary shares and accompanied by full payment and the share option award agreement. If exercise or share issuance would violate applicable laws, the Administrator may extend the Exercise Period for a reasonable time. Subject to such legal compliance, the Company will promptly issue the ordinary shares upon exercise and update its register of members. For clarity, any Option not exercised during the Exercise Period in connection with an [REDACTED] may still be exercised post-[REDACTED], subject to the compliance of other provisions of 2023 Incentive Plan, award agreement, and grant notice.

### *(vii) Exercise Price*

The exercise price per Share under each Option is specified in the share option award agreement or grant notice and is subject to capitalization adjustments as stipulated in the Plan. Unless otherwise approved by the Board, the exercise price is determined as a percentage of the per-share price in the Company’s most recent equity financing as of the grant date: (i) 30% for Options granted before the series B financing; (ii) 50% for Options granted after series B financing but before series D financing; and (iii) 80% for Options granted after series D financing but prior to the [REDACTED].

### *(viii) Vesting Schedule*

The Option shall be vested in accordance with the vesting schedule set forth in the share option award agreement and the grant notice, subject to other conditions set forth in the Plan. In addition, the Administrator may, at its sole discretion, accelerate vesting of any Option at any time, notwithstanding anything to the contrary in the Plan, the share option award agreement or the grant notice.

### *(ix) Clawback Mechanism*

*Bad Leave.* If a grantee’s employment is terminated (i) by the Group for cause, (ii) by the grantee, while the Group could have terminated his services for cause, or (iii) by either the grantee or the Group, and after the termination the grantee breaches his post-termination-of-service covenants to the group, all unvested Options will terminate and be forfeited immediately upon the termination of employment, and the grantee will be prohibited from exercising any of such unvested Options from and after such termination of employment; and the Company has the right, but not an obligation, at the sole discretion of the Administrator, to repurchase from such grantee all of his vested Option at the par value of the Ordinary Shares.

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*Good Leave.* Save as otherwise provided above, if a grantee's employment is terminated by either the grantee or the Group, all unvested Options will terminate and be forfeited immediately upon the termination of employment, and such grantee will be prohibited from exercising any of such unvested Options from and after such termination of employment; such Participant may exercise the vested Option, and the Company has the right, but not an obligation, at the sole discretion of the Administrator, to repurchase from such grantee all of his vested Option which shall be priced based on the principles of the exercise price. Notwithstanding the foregoing, if the total number of Shares subject to the vested Options of such grantee exceeds 0.1% of the then issued and outstanding share capital of the Company, the Administrator shall obtain the written consent of the Board prior to such repurchase.

*Death.* In the event of the death of a grantee, to the extent that his vested Option is not repurchased by the Company pursuant to the Plan, the share option award agreement or the grant notice, such grantee's vested Option may be exercised by the grantee's estate, by a person who acquires the right to exercise the Option by bequest or inheritance or by a person designated to exercise the Option upon or after the grantee's death. If, after the grantee's death, the Option is not exercised in accordance with the foregoing, the Option will terminate and be forfeited.

### **(x) *Call Rights***

The repurchase events under the Plan include: (a) termination of the grantee's employment and (b) any other repurchase arrangements determined by the Board from time to time. Within 30 days of announcing a repurchase event, the Company may exercise its call right by delivering written notice to the relevant grantee, specifying the number of Options to be repurchased and a settlement date no later than the last day of the repurchase period. The repurchase price may be paid, at the Company's option, by (a) cash or check, (b) offset against any indebtedness owed by the grantee to the Company, or (c) a combination of both. Upon delivery of the notice and the Company making the payment available as described, the repurchase is deemed completed.

### **(xi) *Shareholder Rights***

A grantee shall not be deemed a shareholder or have any shareholder rights with respect to the ordinary shares subject to an Option unless and until: (a) all exercise and issuance requirements under the Option have been fully satisfied; and (b) the issuance of such shares has been recorded in the Company's books and its register of members has been updated accordingly. Notwithstanding any provision to the contrary, Options confer no shareholder rights of any kind.

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### *(xii) Restriction on Transferability*

Unless approved by the Administrator, (a) an Option may not be sold, transferred, assigned, pledged or otherwise disposed of by the grantee directly or indirectly, except by will or under the laws of descent and distribution, and any such transfer remains subject to all terms of the Option; and (b) the Option may be exercised only by the grantee during their lifetime or, by a permitted assignee or transferee of the grantee.

### *(xiii) Term*

Unless terminated sooner by the Administrator, the term of each share option shall be specified in the offer notice but shall not exceed ten (10) years from the June 28, 2023, by which time all Options, vested or unvested, shall automatically terminate and be no longer exercisable. The Administrator may suspend or terminate the Plan at any time. No Options may be granted under the Plan while the Plan is suspended or after it is terminated. In the event that the exercise conditions based on the Exit Events have never been satisfied when the Plan is terminated, the Company and the Participants may negotiate a new employee share incentive plan in good faith.

### **Options Granted under 2023 Incentive Plan**

We have conditionally granted 3,849,376 Options under the 2023 Incentive Plan (representing the right to subscribe for 19,246,880 Share immediately upon completion of the Share Subdivision) to 25 grantees, who are our current employees, former employees or external consultants, under the 2023 Incentive Plan, all of which remained outstanding as of the Latest Practicable Date (the “**Outstanding Pre-[REDACTED] Options**”). As of the Latest Practicable Date, no further Options are grantable under the 2023 Incentive Plan.

The number of Shares underlying the Outstanding Pre-[REDACTED] Options will only be issued by our Company after the [REDACTED]. Therefore, the Outstanding Pre-[REDACTED] Options may have a dilution effect on the Shares held by our Shareholders as of the [REDACTED]. No consideration is paid for grant of the Outstanding Pre-[REDACTED] Options.

The total number of Shares underlying the Outstanding Pre-[REDACTED] Options (i.e., 3,849,376 Shares) represented (a) 8.35% of the total issued Shares of our Company as of the Latest Practicable Date, and (b) [REDACTED]% of the total issued Shares immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised). The shareholding of our Shareholders upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised) will be diluted by approximately [REDACTED]% if the Outstanding Pre-[REDACTED] Options are fully vested and exercised.

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The table below set out the details of the options granted under the 2023 Incentive Plan which remained outstanding as of the Latest Practicable Date.

| Name                             | Title                                                                 | Address                                                                             | Grant date                                          | Vesting schedule | Exercise price (US\$) | Number of Shares underlying the outstanding Options <sup>(1)</sup> | Approximate percentage of total issued Shares upon completion the Share Subdivision and the [REDACTED] |
|----------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------|------------------|-----------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <i>Directors</i>                 |                                                                       |                                                                                     |                                                     |                  |                       |                                                                    |                                                                                                        |
| Dr. Zhang . . . . .              | Chairman of our Board, executive Director and chief executive officer | Room 2001, No. 12, Lane 1399, Dingxiang Road, Pudong New Area, Shanghai, PRC        | December 22, 2025                                   | Note 2           | 0.306                 | 4,251,000                                                          | [REDACTED]%                                                                                            |
| Dr. Zhong . . . . .              | Executive Director, president, and chief scientific officer           | Room 301, Unit 1, Building 6, Lane 3728, Jinke Road, Pudong New Area, Shanghai, PRC | December 22, 2025                                   | Note 2           | 0.306                 | 3,270,000                                                          | [REDACTED]%                                                                                            |
| <i>Subtotal . . . . .</i>        |                                                                       |                                                                                     |                                                     |                  |                       | 7,521,000                                                          | [REDACTED]%                                                                                            |
| <i>Senior management members</i> |                                                                       |                                                                                     |                                                     |                  |                       |                                                                    |                                                                                                        |
| Dr. XIAO Kai (肖凱) . . . . .      | Vice president                                                        | No. 777 Chuangxinzhong Road, Tangzhen, Pudong New Area, Shanghai, PRC               | May 31, 2024<br>December 22, 2025                   | Note 2           | 0.0002                | 965,715<br>1,003,685                                               | [REDACTED]%                                                                                            |
| Ms. Li Jing (李靜) . . . . .       | Vice president of medical science and clinical development            | Room 1704, Building 8, Lane 180, Tianyaoqiao Road, Xuhui District, Shanghai, PRC    | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 2           | 0.0002                | 250,000<br>750,000<br>200,000                                      | [REDACTED]%                                                                                            |
| <i>Subtotal . . . . .</i>        |                                                                       |                                                                                     |                                                     |                  |                       | 3,169,400                                                          | [REDACTED]%                                                                                            |
| <i>Employees and consultants</i> |                                                                       |                                                                                     |                                                     |                  |                       |                                                                    |                                                                                                        |
| Genshi ZHAO . . . . .            | Senior vice president of biology                                      | 2534 Dawn Ridge Drive, Carmel, Indiana 46074, USA                                   | December 22, 2025                                   | Note 3           | 0.306                 | 1,000,000 <sup>(3)</sup>                                           | [REDACTED]%                                                                                            |

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| Name                          | Title                                             | Address                                                                          | Grant date                                          | Vesting schedule | Exercise price (US\$) | Number of Shares underlying the outstanding Options <sup>(1)</sup> | Approximate percentage of total issued Shares upon completion the Share Subdivision and the [REDACTED] |
|-------------------------------|---------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------|------------------|-----------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| LI Jie (李健) . . . . .         | Head of operations                                | Room 602, Building 4, Lane 699, Jujiqiao Road, Pudong New Area, Shanghai, PRC    | May 31, 2024<br>December 22, 2025                   | Note 2           | 0.0002                | 500,000<br>909,000                                                 | [REDACTED]%                                                                                            |
| MA Shengtang (馬生堂) . . . . .  | Head of regulatory affairs and project management | No. 3728, Jinke Road, Pudong New Area, Shanghai, PRC                             | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 2           | 0.0002                | 350,000<br>740,000<br>110,000                                      | [REDACTED]%                                                                                            |
| SUN Ming (孫明) . . . . .       | Director of IT                                    | Room 201, Building 41, Lane 1318, Changyang Road, Yangpu District, Shanghai, PRC | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 2           | 0.0002                | 200,000<br>661,400<br>66,080                                       | [REDACTED]%                                                                                            |
| WANG Liang (王亮) . . . . .     | Associate director of clinical operation          | Room 502, Building 102, Lane 580, Qianhui Road, Pudong New Area, Shanghai, PRC   | December 22, 2025<br>March 16, 2026                 | Note 4           | 0.0002                | 163,500<br>50,000                                                  | [REDACTED]%                                                                                            |
| JIANG Zeyu (姜澤宇) . . . . .    | Associate director of investor relations          | Room 205, No. 34, Wuning First Village, Putuo District, Shanghai, PRC            | December 22, 2025                                   | Note 4           | 0.0002                | 163,500                                                            | [REDACTED]%                                                                                            |
| SHANG Erchang (尚爾昌) . . . . . | Former employee                                   | No. 123, Lane 298, Puxiao Road, Minhang District, Shanghai, PRC                  | March 16, 2026                                      | Note 6           | 0.0002                | 20,000                                                             | [REDACTED]%                                                                                            |
| DONG Chunlan (董春蘭) . . . . .  | Executive director of biology                     | Room 3502, Building 6, No. 3728, Jinke Road, Pudong New Area, Shanghai, PRC      | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 5           | 0.0002                | 200,000<br>263,400<br>436,600                                      | [REDACTED]%                                                                                            |

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| Name                              | Title                                 | Address                                                       | Grant date        | Vesting schedule | Exercise price (US\$) | Number of Shares underlying the outstanding Options <sup>(1)</sup> | Approximate percentage of total issued Shares upon completion the Share Subdivision and the [REDACTED] |
|-----------------------------------|---------------------------------------|---------------------------------------------------------------|-------------------|------------------|-----------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| CHEN Guangming<br>(陳光明) . . . . . | Director of medical chemistry         | Room 401,                                                     | May 31, 2024      | Note 5           | 0.0002                | 200,000                                                            | [REDACTED]%                                                                                            |
|                                   |                                       | Building 3, Lane                                              | December 22, 2025 |                  |                       | 236,400                                                            |                                                                                                        |
|                                   |                                       | 253, Fanghua                                                  | March 16, 2026    |                  |                       | 63,600                                                             |                                                                                                        |
|                                   |                                       | Road, Pudong New Area, Shanghai, PRC                          |                   |                  |                       |                                                                    |                                                                                                        |
| YANG Anjiang<br>(楊安江) . . . . .   | Director of process chemistry         | Room 204,                                                     | May 31, 2024      | Note 5           | 0.0002                | 150,000                                                            | [REDACTED]%                                                                                            |
|                                   |                                       | Building 11,                                                  | December 22, 2025 |                  |                       | 313,400                                                            |                                                                                                        |
|                                   |                                       | Lane 2328,                                                    | March 16, 2026    |                  |                       | 136,600                                                            |                                                                                                        |
|                                   |                                       | Laiyang Road, Pudong New Area, Shanghai, PRC                  |                   |                  |                       |                                                                    |                                                                                                        |
| DENG Zuyong<br>(鄧祖勇) . . . . .    | Director of chemistry                 | Room 503,                                                     | December 22, 2025 | Note 4           | 0.0002                | 60,000                                                             | [REDACTED]%                                                                                            |
|                                   |                                       | Building 4,                                                   | March 16, 2026    |                  |                       | 40,000                                                             |                                                                                                        |
|                                   |                                       | Taifengli, Lane 399, Zhouyang Road, Pudong New Area, Shanghai |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       |                                                               |                   |                  |                       |                                                                    |                                                                                                        |
| SONG Baorong<br>(宋寶榮) . . . . .   | Associate director of medical science | Room 602, No. 40,                                             | December 22, 2025 | Note 4           | 0.0002                | 60,000                                                             | [REDACTED]%                                                                                            |
|                                   |                                       | Lane 111,                                                     |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       | Sunyao Road, Pudong New Area, Shanghai, PRC                   |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       |                                                               |                   |                  |                       |                                                                    |                                                                                                        |
| WANG Ruixiang<br>(汪瑞祥) . . . . .  | Research fellow                       | Room 601,                                                     | December 22, 2025 | Note 4           | 0.0002                | 60,000                                                             | [REDACTED]%                                                                                            |
|                                   |                                       | Building 72,                                                  |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       | Lane 508, Kangda Road, Pudong New Area, Shanghai, PRC         |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       |                                                               |                   |                  |                       |                                                                    |                                                                                                        |
| LV Fei (呂飛) . . . . .             | Research fellow                       | Room 101,                                                     | December 22, 2025 | Note 4           | 0.0002                | 60,000                                                             | [REDACTED]%                                                                                            |
|                                   |                                       | Building 115,                                                 |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       | Lane 558, Jinping Road, Minhang District, Shanghai, PRC       |                   |                  |                       |                                                                    |                                                                                                        |
|                                   |                                       |                                                               |                   |                  |                       |                                                                    |                                                                                                        |

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| Name                             | Title                                  | Address                                                                                              | Grant date                                          | Vesting schedule | Exercise price (US\$) | Number of Shares underlying the outstanding Options <sup>(1)</sup> | Approximate percentage of total issued Shares upon completion the Share Subdivision and the [REDACTED] |
|----------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------|-----------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| ZHANG Yanliang . . . .           | Consultant                             | Room 1302,<br>Building 6, No.<br>3728, Jinke<br>Road, Pudong<br>New Area,<br>Shanghai, PRC           | December 22, 2025                                   | Note 2           | 0.306                 | 150,000                                                            | [REDACTED]%                                                                                            |
| ZHENG Renjuan<br>(鄭仁娟) . . . . . | Director of<br>formulation             | Room 603,<br>Building 62,<br>Lane 395,<br>Changli East<br>Road, Pudong<br>New Area,<br>Shanghai, PRC | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 5           | 0.0002                | 100,000<br>229,000<br>50,000                                       | [REDACTED]%                                                                                            |
| JIA Ziyang<br>(賈自陽) . . . . .    | Director of<br>analytical<br>chemistry | Room 403,<br>Building 169,<br>Lane 168,<br>Guzong Road,<br>Pudong New<br>Area, Shanghai,<br>PRC      | May 31, 2024<br>December 22, 2025<br>March 16, 2026 | Note 5           | 0.0002                | 100,000<br>229,000<br>50,000                                       | [REDACTED]%                                                                                            |
| Thomas Dubensky . . . .          | Former consultant                      | 25 Tanglewood Rd,<br>Berkeley, CA<br>94705                                                           | December 22, 2025                                   | Note 2           | 0.306                 | 75,000                                                             | [REDACTED]%                                                                                            |
| Keith Devries . . . . .          | Consultant                             | 14052 Staghorn Dr,<br>Carmel, IN<br>46032                                                            | December 22, 2025                                   | Note 2           | 0.306                 | 50,000                                                             | [REDACTED]%                                                                                            |
| WANG Dongyu<br>(王東宇) . . . . .   | Director of<br>Medicinal<br>Chemistry  | 28-402, Lane 10,<br>Yanggaozhong<br>Road, Pudong<br>New Area,<br>Shanghai                            | March 16, 2026                                      | Note 2           | 0.0002                | 60,000                                                             | [REDACTED]%                                                                                            |
| CAO Bin (曹斌) . . . .             | Consultant                             | Room 1302,<br>Building 6, Lane<br>688, Fanjin<br>Road, Pudong<br>New Area,<br>Shanghai               | March 16, 2026                                      | Note 2           | 0.0002                | 250,000                                                            | [REDACTED]%                                                                                            |
| Subtotal . . . . .               |                                        |                                                                                                      |                                                     |                  |                       | 8,556,480                                                          | [REDACTED]%                                                                                            |
| Total . . . . .                  |                                        |                                                                                                      |                                                     |                  |                       | 19,246,880                                                         | [REDACTED]%                                                                                            |

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*Notes:*

- (1) Taking into account the effect of the Share Subdivision.
- (2) The vesting schedule is as follows: (i) 50% will be vested on the third anniversary of the employment date; (ii) 25% will be vested on the fourth anniversary of the employment date; and (iii) 25% will be vested on the fifth anniversary of the employment date. The grantees should also fulfil the relevant vesting conditions as stipulated in the Plan, share option award agreement and grant notice.
- (3) The vesting schedule is as follows: (i) 25% will be vested after achieving of certain business milestones; (ii) 50% upon the earlier of the [REDACTED] or the third engagement anniversary; (iii) 75% upon the earlier of the achieving of certain R&D results or the fourth engagement anniversary; (iv) 100% upon the earlier of the achieving of certain R&D results or the fifth engagement anniversary. The grantees should also fulfill the relevant vesting conditions as stipulated in the Plan, share option award agreement and grant notice.
- (4) The vesting schedule is as follows: (i) 50% will be vested on the third anniversary of grant date; (ii) 25% will be vested on the fourth anniversary of the grant date; and (iii) 25% will be vested on the fifth anniversary of the grant date. The grantees should also fulfill the relevant vesting conditions as stipulated in the Plan, share option award agreement and grant notice.
- (5) The vesting schedule is as follows: (i) 50% will be vested on the third anniversary of May 31, 2024; (ii) 25% will be vested on the fourth anniversary of May 31, 2024; and (iii) 25% will be vested on the fifth anniversary of May 31, 2024. The grantees should also fulfill the relevant vesting conditions as stipulated in the Plan, share option award agreement and grant notice.
- (6) The vesting schedule is that 100% will be vested upon the [REDACTED].

### **E. OTHER INFORMATION**

#### **1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to impose on our Company or any of the subsidiaries of our Company.

#### **2. Litigation**

As of the Latest Practicable Date, we were not aware of any other litigation or arbitration proceedings of material importance pending or threatened against us or any of our Directors that would have a material adverse effect on our financial condition or results of operations.

#### **3. Sole Sponsor**

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The fee paid and payable to the Sole Sponsor for acting as a sponsor for the [REDACTED] is US\$500,000.

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

The Sole Sponsor has made an application on our Company’s behalf to the Listing Committee of the Stock Exchange for the granting of the approval 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].

### 4. Preliminary Expenses

As of the Latest Practicable Date, our Company did not incur any material preliminary expenses.

### 5. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since June 30, 2026 (being the date to which the latest consolidated financial statements of our Group were prepared).

### 6. Promoter

Our Company has no promoter for the purpose of the [REDACTED]. 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 promoters in connection with the [REDACTED] and the related transactions described in this document.

### 7. [REDACTED] or Commissions Paid and Payable

Save as disclosed in “Financial Information” and “[REDACTED]” in this document, within the two years immediately preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries.

### 8. Qualifications and Consents of Experts

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

| Name                                           | Qualification                                                                                                                                 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| CITIC Securities (Hong Kong) Limited . . . . . | Licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO |
| Ernst & Young . . . . .                        | Certified Public Accountants and Registered Public Interest Entity Auditor                                                                    |

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| Name                                                            | Qualification                                                                       |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Zhong Lun Law Firm . . . . .                                    | Legal advisors to our Company as to PRC law                                         |
| JunHe LLP, Shanghai Office . . . . .                            | Legal advisors to our Company as to PRC intellectual property laws                  |
| Junhe Law Office, P.C. . . . .                                  | Legal advisors to our Company as to intellectual property laws of the United States |
| Harney Westwood & Riegels . . . . .                             | Legal advisors to our Company as to Cayman Islands law                              |
| Frost & Sullivan (Beijing) Inc.,<br>Shanghai Branch Co. . . . . | Industry consultant                                                                 |

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

Save as disclosed in “— E. Other Information — 3. Sole Sponsor” and in connection with the [REDACTED], none of the experts named above is interested legally or beneficially in any shares of any member of our Group or has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

### 9. Binding Effect

This document shall have the effect, if any application is made pursuant hereto, 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.

### 10. 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.

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## STATUTORY AND GENERAL INFORMATION

### 11. Miscellaneous

- (i) Save as disclosed in “History, Development and Corporate Structure,” “Financial Information” and this Appendix and in connection with the [REDACTED], within the two years immediately preceding the date of this document:
  - (a) no share or loan capital of our Company or any of our subsidiaries has been issued nor agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (b) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
  - (c) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions of any share in our Company or any of our subsidiaries.
- (ii) There are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries.
- (iii) There are no arrangements under which future dividends are waived or agreed to be waived.
- (iv) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights.
- (v) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months immediately preceding the date this document.
- (vi) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (vii) No part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought.
- (viii) Our Company has no outstanding convertible debt securities or debentures.