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FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of Our Company

Our Company was incorporated in the PRC on October 27, 2017, and was converted into a joint stock limited liability company on September 8, 2020. Our Company completed the listing of our A Shares on the SSE STAR Market (stock code: 688192.SH) on December 10, 2021.

Our Company’s registered address is located at Rooms 404, 405, and 416, Building C, Huirong Business Plaza, No. 26 Hefeng Road, Xinwu District, Wuxi, Jiangsu Province, PRC. Our Company’s corporate structure and Articles of Association are governed by PRC laws and regulations.

The relevant PRC laws and regulations and a summary of the Articles of Association are set out in “Appendix IV — Summary of Principal Laws and Regulatory Provisions” and “Appendix V — Summary of the Articles of Association” to this document, respectively.

Our principal place of business in Hong Kong is at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. Our Company is registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on January 23, 2026. Ms. Tsui Ka Yan (崔嘉欣) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices 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.

Changes in the Share Capital of Our Company

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

- (1) In April 2026, our Company issued 532,500 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company’s total issued share capital increased from 464,633,342 to 465,165,842;
- (2) In January 2026, our Company issued 614,375 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company’s total issued share capital increased from 464,018,967 to 464,633,342;
- (3) In January 2026, our Company issued 2,831,073 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company’s total issued share capital increased from 461,187,894 to 464,018,967;
- (4) In November 2025, our Company issued 1,775,000 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company’s total issued share capital increased from 459,412,894 to 461,187,894; and
- (5) In December 2024, our Company issued 1,994,966 A Shares for the vesting of Restricted Stocks under the 2022 Share Incentive Scheme. Upon completion of this issuance, our Company’s total issued share capital increased from 415,653,120 to 417,648,086.

Changes in the Share Capital of Our Subsidiaries

No alteration in the registered capital of our Subsidiaries has taken place within the two years preceding the date of this document.

Shareholders’ Resolutions

At the general meeting of our Company held on January 9, 2026, the following resolutions were passed by the Shareholders:

- (i) the issuance of H Shares with a nominal value of RMB1.00 each by our Company and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;

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- (ii) the number of H Shares to be issued pursuant to the [REDACTED] before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged share capital of our Company upon completion of the [REDACTED], and the [REDACTED] shall not exceed [REDACTED]% of the above number of H Shares to be issued;
- (iii) subject to the completion of the [REDACTED], the Articles of Association to become effective on the [REDACTED] shall be conditionally adopted, and the Board and its authorized person have been authorized to amend the Articles of Association in accordance with any comments from the relevant regulatory authorities; and
- (iv) authorization of the Board and its authorized person to handle relevant matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

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

- (i) [REDACTED].

Intellectual Property Rights

Trademarks

a. 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	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
1 . . .		USA	Our Company	42	7566752	November 11, 2034
2 . . .		USA	Our Company	42	7566751	November 11, 2034
3 . . .		USA	Our Company	5	7566357	November 11, 2034
4 . . .		USA	Our Company	5	7654958	January 13, 2035
5 . .		HK	Our Company	5	306191172	March 12, 2033
6 . .		HK	Our Company	42	306197329	March 16, 2033
7 . .		HK	Our Company	35	306197310	March 16, 2033
8 . . .		PRC	Our Company	5	75915960	June 20, 2034
9 . . .		PRC	Our Company	5	73393316	February 13, 2034

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No.	Trademark	Place of Registration	Registered Owner	Class	Registration Number	Expiry Date
10 . .	 高瑞哲	PRC	Our Company	5	70445832	September 27, 2033
11 . .		PRC	Our Company	5	69284872	July 13, 2033
12 . .		PRC	Our Company	5	69287418	July 13, 2033
13 . .	高瑞哲	PRC	Our Company	5	68046096	May 6, 2033
14 . .	迪哲	PRC	Our Company	42	67072502	February 27, 2033
15 . .	迪哲	PRC	Our Company	35	65515093	December 6, 2032
16 . .	Dizal	PRC	Our Company	5	65488771	December 6, 2032
17 . .	 舒沃哲	PRC	Our Company	5	64133829	October 13, 2032
18 . .	 舒立哲	PRC	Our Company	5	64082371	October 13, 2032
19 . .	 舒瑞哲	PRC	Our Company	5	64092945	November 6, 2032
20 . .	舒沃哲	PRC	Our Company	5	63030907	August 20, 2032
21 . .	迪哲	PRC	Our Company	42	61774197	July 6, 2032
22 . .	Dizal	PRC	Our Company	42	61774210	July 6, 2032
23 . .	 迪哲医药	PRC	Our Company	5	59210396	October 13, 2032
24 . .	 迪哲医药	PRC	Our Company	5	59226819	October 13, 2032
25 . .	Dizal	PRC	Our Company	5	34537582	September 27, 2029
26 . .	Dizal	PRC	Our Company	35	34537583	September 27, 2029
27 . .	迪哲	PRC	Our Company	5	27951001	November 27, 2028
28 . .		PRC	Our Company, Gewu Bio	40	83738455A	October 6, 2035
29 . .	 WUKOMNI	USA	Our Company	5	8141387	September 6, 2035

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Patents

a. Registered Patents

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

No.	Patent	Type of patent	Place of Registration	Grant Number	Owner	Application Date
1. . .	Compounds and Methods for Inhibiting JAK (用於抑制 JAK 的化合物和方法)	Invention	PRC	CN108368091B	Our Company	September 22, 2016
2. . .	Compounds and Methods for Inhibiting JAK (用於抑制 JAK 的化合物和方法)	Invention	PRC	CN111606893B	Our Company	September 22, 2016
3. . .	Compounds and Methods for Inhibiting JAK (用於抑制 JAK 的化合物和方法)	Invention	PRC	CN111646980B	Our Company	September 22, 2016
4. . .	Compounds and Methods for Inhibiting JAK (用於抑制 JAK 的化合物和方法)	Invention	PRC	CN111848586B	Our Company	September 22, 2016
5. . .	Compounds and methods for inhibiting JAK	Invention	USA	US9714236B2	Our Company	September 22, 2016
6. . .	Compounds and methods for inhibiting JAK	Invention	USA	US10167276B2	Our Company	September 22, 2016
7. . .	Compounds and methods for inhibiting JAK	Invention	USA	US10654835B2	Our Company	September 22, 2016
8. . .	Compounds and methods for inhibiting JAK	Invention	USA	US11247983B2	Our Company	September 22, 2016
9. . .	Compounds and methods for inhibiting JAK	Invention	USA	US12319670B2	Our Company	September 22, 2016
10. . .	BTK Inhibitors (BTK 抑制劑)	Invention	PRC	CN114945574B	Our Company	December 29, 2020
11. . .	BTK INHIBITORS	Invention	USA	US12624039B2	Our Company	December 29, 2020

b. Patent under Application

As of the Latest Practicable Date, we had applied for the registration of the following patents which we consider to be or may be material to our business:

No.	Patent	Type of patent	Place of Registration	Application Number	Applicant	Application Date
1. . .	EGFR inhibitors and uses thereof	Invention	PRC	CN202380062433.7	Our Company	August 25, 2023
2. . .	EGFR inhibitors and uses thereof	Invention	USA	US19/107192	Our Company	August 25, 2023
3. . .	BTK Inhibitors (BTK 抑制劑)	Invention	PRC	CN202510077904.2	Our Company	December 29, 2020
4. . .	BTK inhibitors	Invention	USA	US19/641532	Our Company	December 29, 2020

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Copyrights

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

No.	Name of Software	Place of Registration	Registered Owner	Registration Number	First Published Date
1 . . .	Compound and Reagent Management System V1.0 (化合物和試劑管理系統V1.0)	PRC	Our Company	2020SR0422480	Unpublished
2 . . .	Animal Culture and Inventory System V1.0 (動物培養和庫存管理系統V1.0)	PRC	Our Company	2020SR0421707	Unpublished
3 . . .	Primary Cell Bank Management and Process Control Database System V1.0 (原代細胞庫管理和流程控制數據庫系統V1.0)	PRC	Our Company	2020SR0422514	Unpublished
4 . . .	In Vivo Cell Bank Management and Process Control Database System V1.0 (體內細胞庫管理和流程控制數據庫系統V1.0)	PRC	Our Company	2020SR0422508	Unpublished
5 . . .	Tissue Microarray Workflow Management Database System V1.0 (組織微陣列流程管理數據庫系統V1.0)	PRC	Our Company	2020SR0422520	Unpublished

Domain Name

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

No.	Domain Name	Registration Owner	Expiry Date
1. . .	dizalpharma.com	Our Company	October 25, 2027

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

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of Interests of Directors and Chief Executive

To the best knowledge of our Directors, saved as disclosed below, immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), none of our Directors or chief executive has any interests or short positions in the Shares, underlying Shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register

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referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules (for this purpose, the relevant provisions of the SFO will be interpreted as if they apply to the Supervisors).

Interests in Shares of our Company

Name	Position	Nature of Interest	Number and description of Shares	Approximate % of the issued Shares immediately after the [REDACTED] ⁽¹⁾⁽³⁾
Dr. Zhang Xiaolin (張小林) ⁽²⁾ . . .	Chairperson of the Board, executive Director and Chief Executive Officer	Beneficial interest	9,033,972 A Shares	[REDACTED]%
		Interest in controlled corporation; Interests held jointly with another person	62,619,071 A Shares	[REDACTED]%
Ms. Kang Xiaojing (康曉靜) . . .	Executive Director	Beneficial interest	17,000 A Shares	[REDACTED]%

Notes:

- (1) Assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) For details of the interest held by Dr. Zhang, see “Substantial Shareholders.”
- (3) The percentage shareholding shown above has been rounded to two decimal places. As a result of such rounding, shareholdings of less than 0.01% are presented as 0.01%.

Particulars of Service Contracts

Our Company [has entered] into a service agreement with each of the Directors which contains provisions in relation to, among other things, compliance of relevant laws and regulations, observations of Articles of Association and provisions on arbitration.

The principal particulars of these service agreements are: (a) each of the agreements is for a term of [3] years following his/her respective effective date of appointment; (b) each of the agreements is subject to termination in accordance with their respective terms.

Save as disclosed above, our Company has not entered, and does not propose to enter, into any service contracts with any of the Directors in their respective capacities as Directors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

Directors’ remuneration

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Directors, Supervisors and Five Highest Paid Individuals” and Note 10 to the Accountants’ Report as set out in Appendix I.

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Interests of Substantial Shareholders

Interests in the Shares of our Company

For information on the persons (other than our Directors or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of our Company, see “Substantial Shareholders” of this document.

Save as disclosed in the section headed “Substantial Shareholders” in this document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of our Company or had options in respect of such capital.

Interests in our Company’s subsidiaries

As of the Latest Practicable Date, to the best knowledge of our Directors, the following persons (other than members of our Group, the Directors or chief executive of our Company) were interested in 10% or more of the voting rights at general meetings of our subsidiaries:

Members of our Group	Name of substantial shareholder	Approximate % held by the substantial shareholder
Gewu Bio	Wuxi High-tech Zone New Force Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合伙)) ⁽¹⁾	12.50%

Note:

- (1) As of the Latest Practicable Date, Gewu Bio was owned as to 87.50% by the Company and 12.50% by Wuxi High-tech Zone New Force Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合伙)) (the “**Wuxi NewForce Fund**”, a limited partnership established in the PRC, which is owned as to (a) 0.63% by its general partner, Wuxi Xintou Jinshi Venture Capital Management Co., Ltd. (無錫新投金石創業投資管理有限公司); (b) 74.37% and 25% by Wuxi High-tech Zone Venture Capital Holding Group Co., Ltd. (無錫市高新區創業投資控股集團有限公司) and Wuxi Yungang Venture Capital Co., Ltd. (無錫市雲港創業投資有限公司) as limited partners, respectively. The partners of Wuxi NewForce Fund are all wholly owned by Wuxi Gaofa Investment Development Group Co., Ltd. (無錫市高發投資發展集團有限公司), which is in turn wholly owned by the People’s Government of Xinwu District of Wuxi (無錫市新吳區人民政府).

Disclaimers

Save as disclosed herein:

- (i) none of our Directors or the chief executive of our Company has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV 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 our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED];

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- (ii) none of our Directors or any of the experts referred to under the paragraph headed “— 5. Other Information — E. Qualification of Experts” has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (iii) none of our Directors 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 taken as a whole;
- (iv) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (v) so far as is known to our Directors, no person (not being a Director or chief executive of our Company or any member of our Group) will, immediately following the completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (vi) none of our Directors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

SHARE INCENTIVE SCHEME

2022 Share Incentive Scheme

The following is a summary of the principal terms of the restricted stock incentive plan of our Company adopted in 2022 (“**2022 Share Incentive Scheme**”). The terms of the 2022 Share Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as no stock will be granted under the 2022 Share Incentive Scheme after the [REDACTED].

A. Purpose

The purpose of the 2022 Share Incentive Scheme is to enhance our Company’s long-term incentive mechanism, to attract and retain outstanding talent, to fully engage our core employees, and to align the interests of shareholders, our Company and key team members for a focus on long-term development.

B. Participants

Eligible participants in the 2022 Share Incentive Scheme include Directors, members of senior management, core technical personnel, core business personnel, and other employees. The initial grant of restricted stock Restricted Stocks were awarded to 70 participants, while the participants of the reserved grant portion will be determined within 12 months after the 2022 Share Incentive Scheme is approved.

All participants maintain an employment or labor relationship with the Company or its subsidiaries at the time Restricted Stocks are granted and throughout the assessment period specified in the 2022 Share Incentive Scheme.

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C. Source and Maximum Number of Shares

The underlying Shares for the Restricted Stocks are new A Shares to be issued by our Company. Subject to the adjustment mechanisms set out in paragraph J below, the maximum number of Restricted Stocks initially available to be granted under the 2022 Share Incentive Scheme is 14,146,409 Shares, which includes an initial grant of 11,480,931 Shares, representing 81.16% of the total Restricted Stocks available to be granted under 2022 Share Incentive Scheme; and 2,665,478 reserved Shares, representing 18.84% of the total Restricted Stocks available to be granted under 2022 Share Incentive Scheme.

D. Term of the 2022 Share Incentive Scheme and Date of Grant

Validity Period

Commence from the grant date and end upon the completion of the vesting or invalidation of all restricted shares under the 2022 Share Incentive Scheme, with a maximum duration not exceeding 72 months.

Grant Date

The grant date of Restricted Stocks shall be determined by the Board after the approval of the 2022 Share Incentive Scheme by the Shareholders at a general meeting and must be a trading day of the Shanghai Stock Exchange. The grant of Restricted Stocks is subject to the approval of the Board and shall be announced within 60 days after the approval of the 2022 Share Incentive Scheme at a general meeting.

E. Vesting Schedule

The initial grant will be made to one participant from the First Class and 69 participants from the Second Class. The vesting schedule for the initial grant of Restricted Stocks is as follows:

Vesting Period (Initial Grant)	Vesting Date	Vesting Percentage
First Class Grantee		
First Vesting Period	From the first trading day after 12 months from the date of initial grant to the last trading day within 24 months	50%
Second Vesting Period	From the first trading day after 24 months from the date of initial grant to the last trading day within 36 months	25%
Third Vesting Period	From the first trading day after 36 months from the date of initial grant to the last trading day within 48 months	25%
Second Class Grantees		
First Vesting Period	From the first trading day after 24 months from the date of initial grant to the last trading day within 36 months	50%

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Vesting Period (Initial Grant)	Vesting Date	Vesting Percentage
Second Vesting Period	From the first trading day after 36 months from the date of initial grant to the last trading day within 48 months	25%
Third Vesting Period .	From the first trading day after 48 months from the date of initial grant to the last trading day within 60 months	25%

If the reserved Restricted Stocks are granted in 2022, the vesting schedule of the reserved Restricted Stocks will be the same as that of the initial Restricted Stocks for second class grantees as specified above; or if the reserved Restricted Stocks are granted in 2023, the vesting schedule for the reserved Restricted Stocks is as follows:

Vesting Period (Reserved)	Vesting Date	Vesting Percentage
First Vesting Period .	From the first trading day after 24 months from the date of reserved grant to the last trading day within 36 months	50%
Second Vesting Period	From the first trading day after 36 months from the date of reserved grant to the last trading day within 48 months	50%

F. Lock-up Arrangements

Restricted Stocks granted under the 2022 Share Incentive Scheme will not be subject to a lock-up period after vesting. However, grantees who are Directors or members of senior management of our Company must comply with the lock-up period and restriction requirements set forth by applicable laws and regulations.

- (i) if the grantee is a Director or a senior management of our Company, the Restricted Stocks to be transferred each year during his or her tenure shall not exceed 25% of the total Restricted Stocks he or she holds. No Restricted Stocks held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if the grantee is a Director or senior management of our Company, income gained through sale of Restricted Stocks of our Company within six months of the purchase or repurchase of Restricted Stocks of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board; and
- (iii) if there is any change in the applicable laws and regulations or the relevant provisions of the Articles of Association on the foregoing lock-up requirements within the term of the 2022 Share Incentive Scheme, the grantee shall comply with the amended laws and regulations and the Articles of Association.

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G. Grant price

The grant price under the 2022 Share Incentive Scheme is set at RMB9.61 per share. Once the granting and vesting conditions are met, grantees may purchase A Shares issued by our Company at this price.

H. Conditions to the Grant of Restricted Stocks

Restricted Stocks will only be granted to eligible participants if the following conditions are fulfilled:

- (i) With respect to our Company, none of the following circumstances having occurred:
 - 1) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to our accountant’s report for the most recent fiscal year;
 - 2) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to the internal control report contained in accountant’s report for the most recent fiscal year;
 - 3) our Company has failed to distribute profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing on the Shanghai Stock Exchange;
 - 4) implementation of any share incentive plan is prohibited under applicable laws and regulations; or
 - 5) any other circumstances determined by the CSRC.
- (ii) With respect to a grantee, none of the following circumstances having occurred:
 - 1) he or she has been regarded as an inappropriate participant by a stock exchange within the last 12 months;
 - 2) he or she has been regarded as an inappropriate participant by the CSRC or its local office within the last 12 months;
 - 3) he or she has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material non-compliance of laws and regulations within the last 12 months;
 - 4) he or she is not qualified to serve as a director or senior management according to the PRC Company Law;
 - 5) he or she is prohibited from participating in any share incentive plans of listed companies according to applicable laws and regulations; or
 - 6) any other circumstances determined by the CSRC.

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I. Vesting of Restricted Stocks

The Restricted Stocks will be vested when (i) the conditions outlined in paragraph H above are fulfilled; (ii) the grantees have completed more than 12 months of tenure prior to the vesting of each batch of granted Restricted Stocks; and (iii) the performance targets for both our Company and the grantees under the 2022 Share Incentive Scheme are achieved. The performance targets are set out as follows:

Performance Targets to the Company

Vesting Period	Assessment Year	Performance Targets	Company Level Vesting Ratio
First Vesting Period	2023	Cumulative positive results from two Phase 3 clinical trials/registration trials	50%
		Completion of one major external collaboration transaction	20%
		Market capitalization growth rate of our Company ⁽¹⁾	30%
Second Vesting Period	2024	Cumulative applications of two new drug applications (including different indications and countries/regions)	35%
		Obtaining new drug approval in one major market	35%
		Market capitalization growth rate of our Company ⁽¹⁾	30%
Third Vesting Period	2025	Cumulative approvals of two new drugs (including different indications and countries/regions)	40%
		Achievement of operating revenue of RMB300 million	30%
		Market capitalization growth rate of our Company ⁽¹⁾	30%

Note:

- (1) The weight for the vesting conditions will be calculated based on the Company’s market capitalization as of the board’s approval date and the market capitalization of comparable biopharmaceutical companies in the SSE STAR Market Biomedical Index (000683), measured by the growth rate of the company’s market capitalization up to the day before the board reviews the vesting conditions:
- Weight of 1.0 if the company’s market value growth rate is at the 75th percentile or above.
 - Weight equal to the market capitalization growth rate’s percentile if the growth rate is between the 51st and 74th percentiles.
 - Weight of 0.5 if the growth rate is at the 50th percentile.
 - Weight of 0 if the growth rate is below the 50th percentile.

If the reserved Restricted Stocks are granted in 2022, the performance targets to our Company of the reserved Restricted Stocks will be the same as that of the initial Restricted Stocks as specified above; or

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If the reserved Restricted Stocks are granted in 2023, the performance targets to our Company of the reserved Restricted Stocks will be the same as the performance targets for 2024 and 2025 that of the initial Restricted Stocks as specified above.

Performance requirements to the Grantees

If a Participant receives a personal assessment result of Level 2 (or an equivalent rating under any other evaluation system approved by the company) or lower during the relevant period, the Restricted Stocks scheduled to vest during that period will automatically become invalid and will be canceled by the company.

J. Adjustments

The number and/or consideration of granted and/or vested Restricted Stocks may be adjusted upon the occurrence of certain events from the date of the announcement of the 2022 Share Incentive Scheme to the completion of relevant registration or vesting by the grantees. These events include, as the case may be, (i) capitalisation of reserves, (ii) distribution of stock dividends, (iii) share subdivision, (iv) share issuance and (v) share consolidation.

K. Outstanding Restricted Stocks granted

As at the Latest Practicable Date, there are a total of 76 grantees under the 2022 Share Incentive Scheme with 2,082,072 Restricted Stocks remained unexercised and outstanding, representing approximately [REDACTED]% of the total issued share capital of our Company immediately following the completion of the [REDACTED], respectively (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]).

The following table sets forth the details of outstanding Restricted Stocks granted under the 2022 Share Incentive Scheme to the Directors, members of the senior management and other connected person of the Company under the 2022 Share Incentive Scheme as at the Latest Practicable Date.

Name of Grantees	Position in our Group	Address	Number of outstanding Restricted Stocks	Approximate percentage of issued Restricted Stocks immediately after the [REDACTED] ⁽¹⁾⁽²⁾⁽³⁾
Senior management members				
Wu Qingyi (吳清漪) . . .	Deputy general manager and chief commercial officer	Room 403, Building 1, No. 591, Longhua West Road, Xuhui District, Shanghai, PRC	798,208	[REDACTED]%
Yang Zhenfan (楊振帆) . . .	Deputy general manager and chief medical officer	Room 912, Zhu Qiao Ju Apartment, No. 178, Baiye Road Pudong New Area, Shanghai, PRC	239,375	[REDACTED]%
Chen Suqin (陳素勤) . . .	Deputy general manager and senior vice president of clinical operation	Room 3-704, No. 1-2 Lane 271, Guoshoujing Road Pudong New Area Shanghai, PRC	50,000	[REDACTED]%

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Name of Grantees	Position in our Group	Address	Number of outstanding Restricted Stocks	Approximate percentage of issued Restricted Stocks immediately after the [REDACTED] ⁽¹⁾⁽²⁾⁽³⁾
Lyu Hongbin (呂洪斌) . . .	Chief financial officer	Room 302, Block 55, Lane 1296, Gaosi Road, Pudong New Area, Shanghai, PRC	185,000	[REDACTED]%
Tsui Honchung (徐漢忠) . . .	Deputy general manager, senior vice president, and head of medicinal chemistry	Room 403, No. 23, Lane 691, Yishan Road, Xuhui District, Shanghai, PRC	70,000	[REDACTED]%
Zeng Qingbei (曾慶北) . . .	Deputy general manager, senior vice president and chief scientist	Room 1201, No. 170 Lane 667, Ziwei Road Pudong New Area, Shanghai, PRC	70,000	[REDACTED]%
Chang Shih-Ying (張世英) . . .	Deputy general manager, vice president, and head of chemical manufacturing control	Room 201, No. 6, Lane 100, Yinxiao Road, Pudong New Area, Shanghai, PRC	14,000	[REDACTED]%
Zhang Zhiwei (張知為) . . .	Deputy general manager, vice president, and head of operation	Room 209, Building 3, No. 3000 Longdong Avenue, Pudong New Area, Shanghai, PRC	10,000	[REDACTED]%
Other connected person				
Sun Zhijian (孫 志堅)	Director of Dizal Wuxi, a subsidiary of our Company	Room 1002, Unit 1, Block 14, Jiacheng Garden, No. 85 Xinghan Street, Suzhou Industrial Park, Jiangsu, PRC	9,125	[REDACTED]%

Notes:

- (1) Assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) No grantees have been granted Restricted Stocks in excess of 1% of the issued Shares of our Company immediately after the [REDACTED] on a stand-alone basis.
- (3) The percentage shareholding shown above has been rounded to two decimal places. As a result of such rounding, shareholdings of less than 0.01% are presented as 0.01%.

Rule 17.02(1)(b) of the Listing Rules requires a new applicant to disclose, among others, the details of all outstanding options and their potential dilution effect on the shareholdings upon [REDACTED]. As of the Latest Practicable Date, 67 grantees who are not Directors, members of our senior management or other connected persons of the Company held an aggregate of 636,364 Restricted Stocks that were still outstanding and unexercised. Such outstanding and unexercised Restricted Stocks granted under the 2022 Share Incentive Scheme will have potential dilution effect on the shareholding of our Company’s Shareholders. Therefore, we set forth below the information on the outstanding and unexercised Restricted Stocks granted under the 2022 Share Incentive Scheme as of the Latest Practicable Date to enable potential [REDACTED] to assess the potential dilution effect on their shareholding by these outstanding and unexercised Restricted Stocks.

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Range of outstanding Restricted Stocks granted	Total number of grantees	Total Number of Restricted Stocks underlying the outstanding 2022 Share Incentive Scheme as of the Latest Practicable Date	Approximate percentage of issued Restricted Stocks immediately after the [REDACTED] ⁽¹⁾
100,001 and above .	2	244,250	[REDACTED] %
10,001-100,000	8	168,875	[REDACTED] %
5,001-10,000	14	107,489	[REDACTED] %
2,001-5,000	27	92,875	[REDACTED] %
1-2,000	16	22,875	[REDACTED] %
Total	67	636,364	[REDACTED] %

Notes:

- (1) Assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the total issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) No employee grantee has been granted Restricted Stocks in excess of 1% of the issued Shares of our Company immediately after the [REDACTED] on a stand-alone basis.

OTHER INFORMATION

Estate Duty

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

Litigation

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

Joint Sponsors

The Joint Sponsors have applied to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], our H Shares to be issued pursuant to the [REDACTED]. All necessary arrangements have been made enabling the H Shares to be admitted into [REDACTED].

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Each of the Joint Sponsors will be paid by our Company a fee of US\$500,000 to act as Sponsors to our Company in connection with the [REDACTED].

Compliance Advisor

Our Company has appointed First Shanghai Securities Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

Preliminary Expenses

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

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Taxation of Holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the H Share register of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “Appendix III — Taxation and Foreign Exchange.”

Potential [REDACTED] in the [REDACTED] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of [REDACTED] for, purchasing, holding or disposing of or [REDACTED] our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or lawful liabilities of, any person, resulting from the [REDACTED], purchase, holding or disposal of, [REDACTED] or the exercise of any rights in relation to our H Shares.

Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
Goldman Sachs (Asia) L.L.C. . . .	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for carrying on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) regulated activities under the SFO
Zhong Lun Law Firm	PRC legal advisers to our Company
China Insights Industry Consultancy Limited	Independent industry consultant
BDO Limited	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)

As of the Latest Practicable Date, save as disclosed in “— Other Information — Joint Sponsors”, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

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Promoters

The promoters of our Company are as follows:

No.	Name of promoters of our Company
1	FIIF
2	AZAB
3	ZYTZ
4	Wuxi Dizhe
5	LAV Dizal Hong Kong Limited
6	Suzhou Likang Equity Investment Center (Limited Partnership) (蘇州禮康股權投資中心(有限合夥))
7	Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥))
8	Imagination V (HK) Limited
9	Wuxi High-tech Zone New Force Industry Development Fund (Limited Partnership) (無錫高新區新動能產業發展基金(有限合夥))
10	Trinity Zhongzhi (Tianjin) Venture Capital Partnership (Limited Partnership) (三一眾志(天津)創業投資中心(有限合夥))
11	Trinity Uppsala Limited

Within the two years immediately preceding the date of this document, no cash, securities, amount or benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

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).

Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in so far as applicable.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial, business position or prospects since June 30, 2026, being the date of our consolidated financial statements as set out in the Accountants’ Report as set out in Appendix I to this document, and up to the date of this document.

Miscellaneous

Save as disclosed in the section headed “Financial Information” and this Appendix, in connection with the [REDACTED] or otherwise waived from disclosure pursuant to the section headed “Waivers and Exemption”,

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- (i) within the two years immediately preceding the date of this document, to the best of our knowledge,
 - (a) neither our Company nor any of our Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash; and
 - (b) no commissions, discounts, brokerage fee 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;
- (ii) no share or loan capital of our Company or any of the Subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) there are no arrangements under which future dividends are waived or agreed to be waived;
- (iv) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this document;
- (v) our Company has no outstanding convertible debt securities or debentures; and
- (vi) no founder, management or deferred shares of the Company or any of its subsidiary have been issued or have been agreed to be issued.