

APPENDIX V

STATUTORY AND GENERAL INFORMATION

1. FURTHER INFORMATION ABOUT OUR COMPANY

A. Incorporation

For incorporation and corporate development of our Company, see “History, Development and Corporate Structure — Corporate Development” in this document.

We have established a place of business in Hong Kong at Room 1919, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on October 14, 2025. Mr. TSANG Chun Ho 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 service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was established in the PRC, we are subject to relevant laws and regulations of the PRC. For the summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association, see “Regulatory Overview” and “Summary of Articles of Association” in Appendix IV in this document, respectively.

B. Changes in Share Capital of Our Company

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

[REDACTED]

D. Further Information about Our Subsidiaries

For the list of our subsidiaries as of June 30, 2026, see “Appendix I” to this document.

On May 12, 2025, the registered capital of Amgen-Betta (Zhejiang) Pharmaceuticals Co., Ltd. was reduced from USD15,000,000 to USD3,000,000.

On October 17, 2025, Hangzhou Jingyao Biotechnology Co., Ltd. was established in the PRC with a registered capital of RMB1,000,000.

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

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2. FURTHER INFORMATION ABOUT OUR BUSINESS

A. Summary of Our Material Contract

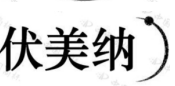
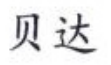
We have entered into the following contract (not being contracts entered into in the ordinary course of business) within two years preceding the date of this document that are or may be material:

- (1) the [REDACTED].

B. Our Material Intellectual Property Rights

Trademarks

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

No.	Trademark	Registered Owner	Place of Registration	Registration No.	Class	Expiry Date
1. . .		the Company	PRC	72159862	5	April 27, 2034
2. . .		the Company	PRC	70746433	5	September 27, 2033
3. . .		the Company	PRC	60875004	5	July 20, 2034
4. . .		the Company	PRC	44747406	5	October 27, 2030
5. . .		the Company	PRC	40647096	5	September 6, 2030
6. . .		the Company	PRC	34599254	42	February 6, 2030
7. . .		the Company	PRC	12520428	5	October 6, 2034
8. . .		the Company	PRC	3892463	5	August 27, 2036

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Patents

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

Drug Products	Patent name	Type	Place of Registration	Registration No.	Patentee	Application Date	Expiry Date	Scope of Patent
Befotertinib (赛美纳®)	Pyrimidine or pyridine compounds, and preparation method therefor, and medical use thereof	Invention	PRC	ZL202211200422.4	the Company, InventisBio	November 5, 2015	November 4, 2035	General formula compound comprising Befotertinib and its salts, pharmaceutical composition and medical use thereof
	Pyrimidine or pyridine compounds, and preparation method therefor, and medical use thereof	Invention	PRC	ZL201510152615.0	the Company, InventisBio	April 1, 2015	March 31, 2035	Two specific compounds comprising Befotertinib and its salts, pharmaceutical composition and medical use thereof
Tibremciclib (康美纳®)	Crystalline form of CDK4/6 inhibitory compound, and application thereof	Invention	PRC	ZL201980037275.3	the Company	June 21, 2019	June 20, 2039	Salt of Tibremciclib, crystal form, pharmaceutical composition, preparation method, and medical use thereof
	Benzimidazole derivatives, preparation method therefor, and use thereof	Invention	PRC	ZL201780078241.X	the Company	December 22, 2017	December 21, 2037	General formula compound comprising Tibremciclib or its stereoisomer, tautomer or salt, pharmaceutical composition and medical use thereof
Ensartinib (贝美纳®)	Crystalline form of compound suppressing protein kinase activity, and application thereof	Invention	PRC	ZL201780006852.3	the Company	June 1, 2017	May 31, 2037	Crystal form of Ensartinib hydrochloride, pharmaceutical composition and medical use thereof
	Substituted pyridazine carboxamide compounds as kinase inhibitor	Invention	PRC	ZL200980128355.6	the Company	June 18, 2009	June 17, 2029	General formula compound comprising Ensartinib or its salt, composition and medical use thereof
	Substituted pyridazine carboxamide compounds	Invention	PRC	ZL201180057513.0	the Company	October 7, 2011	October 6, 2031	Two specific compounds comprising Ensartinib or its salts, composition and medical use thereof

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Drug Products	Patent name	Type	Place of Registration	Registration No.	Patentee	Application Date	Expiry Date	Scope of Patent
	Crystalline form of compound suppressing protein kinase activity, and application thereof	Invention	Europe	EP3470410B1	Xcovery Holdings	June 1, 2017	June 1, 2037	Preparation method of Ensartinib hydrochloride, intermediate compound, crystal form, pharmaceutical composition and medical use thereof
	Crystalline forms of compound for inhibiting protein kinase activity, and application thereof	Invention	US	US10899744B2	Xcovery Holdings	June 1, 2017	June 1, 2037	Crystal form of Ensartinib hydrochloride, preparation method, pharmaceutical composition and medical use thereof
	Substituted pyridazine carboxamide compounds as kinase inhibitor compounds	Invention	Europe	EP2303018B1	Xcovery Holdings	June 18, 2009	June 18, 2029	General formula compound comprising Ensartinib or its salt, hydrate or solvate, composition and medical use thereof
	Substituted pyridazine carboxamide compounds as kinase inhibitor compounds	Invention	Europe	EP3061752B1	Xcovery Holdings	June 18, 2009	June 18, 2029	Pharmaceutical composition comprising general formula compound comprising Ensartinib or its salt, hydrate or solvate
	Substituted pyridazine carboxamide compounds as kinase inhibitor compounds	Invention	US	US8697866B2	Xcovery Holdings	June 18, 2009	February 11, 2030	General formula compound not comprising Ensartinib or its salt
	Substituted pyridazine carboxamide compounds as kinase inhibitor compounds	Invention	US	US9296724B2	Xcovery Holdings	June 18, 2009	June 18, 2029	General formula compound not comprising Ensartinib or its salt and medical use thereof
	Substituted 6-amino-pyridazin-3-yl-carboxamide compounds as protein kinase modulators	Invention	Europe	EP2625176B1	Xcovery Holdings	October 7, 2011	October 7, 2031	General formula compound comprising Ensartinib or its salt, hydrate, solvate or polymorph, composition and medical use thereof

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Drug Products	Patent name	Type	Place of Registration	Registration No.	Patentee	Application Date	Expiry Date	Scope of Patent
Vorolanib (伏美纳®)	Substituted pyridazine carboxamide compounds	Invention	US	US9126947B2	Xcovery Holdings	October 7, 2011	November 29, 2031	General formula compound comprising Ensartinib or its salt, prodrug, salt of prodrug, hydrate, solvate or polymorph, and composition thereof
	Polymorphic form of kinase inhibitor compound, pharmaceutical composition containing same, preparation method therefor, and use thereof	Invention	PRC	ZL201780008042.1	the Company	September 29, 2017	September 28, 2037	Crystal form of vorolanib, preparation method, pharmaceutical composition and medical use thereof
	Kinase inhibitor compound	Invention	PRC	ZL200780042192.0	the Company	September 14, 2007	September 13, 2027	Fourteen specific compounds comprising vorolanib, medical use and composition thereof
	Polymorphic forms of kinase inhibitor compound, pharmaceutical composition containing same, preparation method and use thereof	Invention	Europe	EP3502105B1	Equinox Sciences, LLC	September 29, 2017	September 29, 2037	Crystal form of vorolanib, preparation method, pharmaceutical composition and medical use thereof
	Polymorphic forms of kinase inhibitor compound, pharmaceutical composition containing same, preparation method and use thereof	Invention	US	US12209080B2	Equinox Sciences, LLC	September 29, 2017	September 29, 2037	Crystal forms 1-7 of vorolanib, composition and pharmaceutical composition thereof
	Polymorphic forms of kinase inhibitor compound, pharmaceutical composition containing same, preparation method and use thereof	Invention	US	US11053224B2	Equinox Sciences, LLC	September 29, 2017	September 29, 2037	Crystal forms 1, 3, 5, 6 and 7 of vorolanib, preparation method, pharmaceutical composition and medical use thereof

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Drug Products	Patent name	Type	Place of Registration	Registration No.	Patentee	Application Date	Expiry Date	Scope of Patent
	Kinase inhibitor compounds	Invention	Europe	EP2079727B1	Equinox Sciences, LLC	September 14, 2007	September 14, 2027	General formula compound comprising vorolanib or its salt, solvate or hydrate, composition and medical use thereof
	Kinase inhibitor compounds	Invention	US	US7683057B2	Equinox Sciences, LLC, Xcovery Holdings	September 14, 2007	September 14, 2027	General formula compound comprising vorolanib or its salt, composition and medical use thereof
	Kinase inhibitor compounds	Invention	US	US8039470B2	Equinox Sciences, LLC	September 14, 2007	September 14, 2027	Method for treating renal cell carcinoma or GI stroma tumor using general formula compound comprising vorolanib, preparation method for the general formula compound, and method of identifying a kinase inhibitor
Icotinib (凯美纳®)	Icotinib hydrochloride, synthesis, crystallographic form, medical combination, and uses thereof	Invention	PRC	ZL200980100666.1	the Company	July 7, 2009	July 6, 2029	Crystal form I of icotinib hydrochloride, preparation method, pharmaceutical composition, and use thereof

Domain Names

As of the Latest Practicable Date, the key domain name registered by our Group was www.bettapharma.com.

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3. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

A. Interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and no additional Shares are issued pursuant to our A Share Incentive Schemes), so far as our Directors are aware, none of our Directors and chief executive has any interests and short positions 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) (i) which will have to be notified to us and the Hong Kong 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 (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules:

Name	Position	Capacity/Nature of interest	Description of Shares	Number of Shares ⁽¹⁾	Approximate shareholding percentage in the relevant class of Shares ⁽²⁾ (%)	Approximate shareholding percentage in the total issued share capital upon the completion of the [REDACTED] ⁽²⁾ (%)
Dr. DING ⁽³⁾⁽⁴⁾	Chairman of the Board, executive Director, General Manager and Chief Executive Officer	Interest held by controlled corporation Beneficial owner ⁽¹⁰⁾	A Shares	89,988,563	21.26	[REDACTED]
			A Shares	1,410,988	0.33	[REDACTED]
Mr. DING Shizhe (丁師哲) ⁽⁵⁾⁽⁶⁾	Executive Director and Assistant to the Chairman	Interest held by controlled corporation Beneficial owner ⁽¹⁰⁾	A Shares	80,064,000	18.91	[REDACTED]
			A Shares	51,760	0.012	[REDACTED]
Ms. TONG Jia (童佳) ⁽⁷⁾	Executive Director and President of Administration	Beneficial owner ⁽¹⁰⁾	A Shares	315,533	0.075	[REDACTED]
Mr. FAN Jianxun (范建勛) ⁽⁸⁾	Executive Director, Vice President and Chief Financial Officer	Beneficial owner ⁽¹⁰⁾	A Shares	280,533	0.066	[REDACTED]
Mr. WAN Jiang (萬江) ⁽⁹⁾	Executive Director, Senior Vice President and President of Global Sales	Beneficial owner ⁽¹⁰⁾	A Shares	190,272	0.045	[REDACTED]

Notes:

- (1) All interests stated are long positions in the Shares.
- (2) The calculation is based on the total number of Shares in issue immediately following the completion of the [REDACTED], assuming that the [REDACTED] is not exercised, no additional Shares are issued pursuant to our A Share Incentive Schemes, and no other changes are made to the issued Share capital of our Company between the Latest Practicable Date and the [REDACTED].

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- (3) As of the Latest Practicable Date, Dr. DING directly held 1,024,238 A Shares, and was a general partner of Kaiming Investment (which held 80,064,000 A shares) and Beicheng Investment (which held 9,924,563 A Shares). Therefore, Dr. Ding was deemed to be interested in the Shares held by Kaiming Investment and Beicheng Investment. To the best knowledge of our Directors, as of the Latest Practicable Date, 49,408,500 A Shares (representing approximately 11.67% of the total issued share capital of our Company as of the Latest Practicable Date) held by Kaiming Investment had been pledged to several PRC financial institutions regulated by National Financial Regulatory Administration of the PRC (中華人民共和國國家金融監督管理總局) and/or CSRC. For details, see “Substantial Shareholders.”
- (4) Including 386,750 outstanding restricted Shares granted to Dr. DING under the 2023 Restricted Share Incentive Scheme, entitling him to receive 386,750 A Shares respectively subject to vesting.
- (5) As of the Latest Practicable Date, Mr. DING Shizhe directly held 10,960 A Shares, and was a limited partner with 66.67% capital contribution in Kaiming Investment. Therefore, Mr. DING Shizhe was deemed to be interested in the Shares held by Kaiming Investment.
- (6) Including 40,800 outstanding restricted Shares granted to Mr. DING Shizhe under the 2023 Restricted Share Incentive Scheme, entitling him to receive 40,800 A Shares respectively subject to vesting.
- (7) Including 143,850 outstanding restricted Shares granted to Ms. TONG Jia under the 2023 Restricted Share Incentive Scheme, entitling her to receive 143,850 A Shares respectively subject to vesting.
- (8) Including 143,850 outstanding restricted Shares granted to Mr. FAN Jianxun under the 2023 Restricted Share Incentive Scheme, entitling him to receive 143,850 A Shares respectively subject to vesting.
- (9) Including 77,350 outstanding restricted Shares granted to Mr. WAN Jiang under the 2023 Restricted Share Incentive Scheme, entitling him to receive 77,350 A Shares respectively subject to vesting.
- (10) Including the number of outstanding restricted A Shares granted to the relevant Directors pursuant to the A Share Incentive Schemes (subject to the relevant vesting conditions of the restricted Shares.)

B. Interests of the substantial shareholders in the Shares

For information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly and/or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company or of any member of the Group, see “Substantial Shareholders”.

Interests of the substantial Shareholders in other members of our Group

So far as the Directors are aware, the following persons (other than our Company, and any subsidiaries of our Group) are entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of other members of our Group:

Our subsidiary	Authorized/ registered share capital	Name of substantial shareholders	Approximate shareholding percentage
Amgen-Betta (Zhejiang) Pharmaceuticals Co., Ltd. (貝達安進(浙江)製 藥有限公司)	USD3,000,000	Amgen Asia Holding Limited	49%

C. Particulars of Directors’ service contracts or appointment letters

Each of the Directors [has] entered into a service contract or a letter of appointment with our Company.

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Save as disclosed in “Directors and Senior Management” and above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors in their respective capacities as Directors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

D. Remuneration of Directors

Save as disclosed in “Directors and Senior Management” and Note 8 to the Accountants’ Report set out in Appendix I to this document for the three financial years ended December 31, 2023 and 2024, 2025 and the six months ended June 30, 2026, none of our Directors received other remunerations or benefits in kind from us.

E. Disclaimer

Save as disclosed in this document:

- (1) Save as disclosed in “— C. Further information about our Directors and Substantial Shareholders”, none of our Directors or our chief executive has any interest or short position 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, 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 Hong Kong Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Hong Kong Stock Exchange.
- (2) So far as is known to our Directors, other than Hangzhou Astrocyte Technology Co., Ltd. and Wuhan Healthgen Biotechnology Corp., none of our Directors or their respective close associates (as defined under the Listing Rules) or Shareholders who are interested in more than 5% of the number of issued shares of our Company has any interest in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period.
- (3) 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.
- (4) None of our Directors or any of the parties listed in “Qualifications of Experts” of this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have been, within 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.

4. A SHARE INCENTIVE SCHEMES

The following is a summary of the key terms of the A Share Incentive Schemes currently being implemented by our Company, including the 2021 Restricted Share Incentive Scheme and the 2023 Restricted Share Incentive Scheme. The terms of the A Share Incentive Schemes do not involve any grant of restricted Shares by our Company after the [REDACTED] and are not subject to the provisions of Chapter 17 of the Listing Rules.

(i) 2021 Restricted Share Incentive Scheme

(a) Purposes

The purpose of the 2021 Restricted Share Incentive Scheme is to establish and improve the corporate governance structure and operation mechanism of our Company, to establish and improve incentive mechanism of our Company, to connect the interests of Shareholders and our Company together with the individual interests of the core talents of our Company and to promote all parties to focus on the long-term development of our Company, and to attract and retain outstanding core talents.

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(b) Eligible participants

The participants of the 2021 Restricted Share Incentive Scheme include directors, senior management, other management and core technical (business) employees of our Group, excluding the independent Directors. All eligible participants shall have an employment or labor relationship with our Company and its subsidiaries during the assessment period of the 2021 Restricted Share Incentive Scheme and at the time the relevant grant conditions of the restricted Shares under the 2021 Restricted Share Incentive Scheme (the “**2021 Restricted Shares**”) are satisfied.

After the Shareholders’ meeting approves the 2021 Restricted Share Incentive Scheme, the Board shall determine the grant date and whether the grant conditions have been satisfied and resolve to grant the 2021 Restricted Shares to the eligible participant(s) (the “**2021 Restricted Share Incentive Scheme Grantee(s)**”).

(c) Administration

The 2021 Restricted Share Incentive Scheme is managed by the Company with the Shareholders’ meeting being its top management authority for approving the 2021 Restricted Share Incentive Scheme and its amendment and termination. The Board is responsible for the administration and execution of the 2021 Restricted Share Incentive Scheme and the Audit Committee and independent Directors are responsible for supervising the execution of the 2021 Restricted Share Incentive Scheme.

(d) Source of Shares

The A Shares underlying the 2021 Restricted Share Incentive Scheme are the A Shares to be issued to the 2021 Restricted Share Incentive Scheme Grantees by our Company.

(e) Number of the Shares

The total number of A Shares which may be issued under the 2021 Restricted Share Incentive Scheme shall be 15,550,000. On September 27, 2021, our Company amended the total number of A Shares which may be issued under the 2021 Restricted Share Incentive Scheme to 15,530,000 and granted 12,727,900 2021 Restricted Shares under the 2021 Restricted Share Incentive Scheme (the “**2021 First Restricted Share Grant**”). On September 19, 2022, our Company granted additional 2,802,100 2021 Restricted Shares under the 2021 Restricted Share Incentive Scheme (the “**2021 Reserved Restricted Share Grant**”).

On September 11, 2023, as certain grantees did not meet the vesting condition before expiry of the first vesting period due to resignation or failure to meet performance target, 3,952,625 2021 Restricted Shares under the 2021 First Restricted Share Grant and 893,275 2021 Restricted Shares under the 2021 Reserved Restricted Share Grant were approved by the Board to be cancelled.

On July 7, 2026, as certain grantees did not meet the vesting condition before expiry of the three to five vesting periods under the 2021 First Restricted Share Grant and two to four vesting periods under the 2021 Reserved Restricted Share Grant due to failure to meet performance target, respectively, 7,606,235 2021 Restricted Shares under the 2021 First Restricted Share Grant and 1,908,825 2021 Restricted Shares under the 2021 Reserved Restricted Share Grant were approved by the Board to be cancelled.

The total number of A Shares which may be issued to any 2021 Restricted Share Incentive Scheme Grantee upon vesting of awards shall not exceed 1% of the total outstanding share capital of our Company at the time of the effective period of all incentive scheme.

Before vesting, the number of 2021 Restricted Shares shall be adjusted in the event of any conversion of capital reserve, bonus share issue, sub-division, consolidation or rights issue in relation to the Shares as detailed in the 2021 Restricted Share Incentive Scheme.

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(f) Grant price of the 2021 Restricted Shares

The grant price of the 2021 Restricted Shares under the 2021 Restricted Share Incentive Scheme is RMB41.34 per Share, being the 50% of the average closing prices of A Shares of our Company for the 20 trading days immediately preceding the date of announcement of the 2021 Restricted Share Incentive Scheme.

Before grant, the grant price of 2021 Restricted Shares shall be adjusted in the event of any dividend distribution, conversion of capital reserve, bonus shares issue, sub-division, consolidation or rights issue in relation to the A Shares as detailed in the 2021 Restricted Share Incentive Scheme.

(g) Date of Grant and Terms of the Plan

The grant date of the 2021 Restricted Share Incentive Scheme shall be determined by the Board after the approval of the 2021 Restricted Share Incentive Scheme by the Shareholders at a general meeting. The Company shall convene Board meeting in accordance with relevant regulations to make the initial grant and announce within 60 days after the approval of the 2021 Restricted Share Incentive Scheme at a general meeting.

The 2021 Restricted Share Incentive Scheme shall be valid from the first grant of 2021 Restricted Share till all the 2021 Restricted Share are granted or canceled and shall in any event not exceeding 72 months.

(h) Lock-up period

The lock-up arrangements under the 2021 Restricted Share Incentive Scheme are determined according to the Articles of Association and applicable PRC laws and regulations:

- (i) if a 2021 Restricted Share Incentive Scheme Grantee is a Director or a senior management of our Company, the A Shares to be transferred each year during his or her tenure shall not exceed 25% of the total A Shares he or she holds. No A Shares held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if a 2021 Restricted Share Incentive Scheme Grantee is a Director or senior management of our Company, income gained through sale of A Shares of our Company within six months of the purchase or repurchase of A Shares of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board;
- (iii) a 2021 Restricted Share Incentive Scheme Grantee who intends to reduce his or her holding of A Shares shall comply with relevant laws and regulations; and
- (iv) 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 2021 Restricted Share Incentive Scheme, the 2021 Restricted Share Incentive Scheme Grantee shall comply with the amended laws and regulations and the Articles of Association.

(i) Grant Conditions

The 2021 Restricted Share Incentive Scheme Grantees are entitled to the 2021 Restricted Share Incentive Scheme only if the following conditions were met:

- (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 reporting accounts with respect to our Company’s 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 our Company’s 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 distributed profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the most recent 36 months after its listing; (4) applicable laws and regulations prohibits the implementation of any share incentive scheme; or (5) any other circumstances recognized by the CSRC.

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- (ii) With respect to the 2021 Restricted Share Incentive Scheme Grantees, none of the following circumstances having occurred: (1) a 2021 Restricted Share Incentive Scheme Grantee has been regarded as an inappropriate participant by a stock exchange within the most recent 12 months; (2) a 2021 Restricted Share Incentive Scheme Grantee has been regarded as an inappropriate participant by the CSRC or its dispatched office within the most recent 12 months; (3) a 2021 Restricted Share Incentive Scheme Grantee has been punished or prohibited from entering the securities market by the CSRC or its dispatched office due to material non-compliance of laws and regulations within the most recent 12 months; (4) a 2021 Restricted Share Incentive Scheme Grantee is not qualified to serve as a director or senior management according to the PRC Company Law; (5) a 2021 Restricted Share Incentive Scheme Grantee is prohibited from participating in any share incentive scheme of listed companies according to applicable laws and regulations; or (6) any other circumstances recognized by the CSRC.

(j) *Vesting Schedule and Conditions*

On September 27, 2021, our Company amended the total number of A Shares which may be issued under the 2021 Restricted Share Incentive Scheme to 15,530,000 and granted 12,727,900 2021 Restricted Shares under the 2021 Restricted Share Incentive Scheme. On September 19, 2022, our Company granted additional 2,802,100 2021 Restricted Shares under the 2021 Restricted Share Incentive Scheme.

The 2021 Restricted Shares granted under the 2021 First Restricted Share Grant shall be vested in five phases as follows, subject to the Board’s confirmation of fulfilment of vesting conditions:

Vesting Schedule	Revenue Target of our Company	Portion of 2021 Restricted Share vested
Phase I Commencing from the first trading day after the expiry of 12 months from the date of grant to the last trading day before the expiry of 24 months from the date of grant	The Company’s revenue for 2021 is no less than RMB2.2 billion	10%
Phase II Commencing from the first trading day after the expiry of 24 months from the date of grant to the last trading day before the expiry of 36 months from the date of grant	The Company’s revenue for fiscal year 2021-2022 is no less than RMB5 billion	25%
Phase III Commencing from the first trading day after the expiry of 36 months from the date of grant to the last trading day before the expiry of 48 months from the date of grant	The Company’s revenue for fiscal year 2021-2023 is no less than RMB8.7 billion	25%
Phase IV Commencing from the first trading day after the expiry of 48 months from the date of grant to the last trading day before the expiry of 60 months from the date of grant	The Company’s revenue for fiscal year 2021-2024 is no less than RMB14.1 billion	20%
Phase V Commencing from the first trading day after the expiry of 60 months from the date of grant to the last trading day before the expiry of 72 months from the date of grant	The Company’s revenue for fiscal year 2021-2025 is no less than RMB22.1 billion	20%

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The 2021 Restricted Shares granted under the 2021 Reserved Restricted Share Grant shall be vested in four phases as follows, subject to the Board’s confirmation of fulfilment of vesting conditions:

Vesting Schedule	Revenue Target of our Company	Portion of 2021 Restricted Share vested
Phase I Commencing from the first trading day after the expiry of 12 months from the date of grant to the last trading day before the expiry of 24 months from the date of grant	The Company’s revenue for fiscal year 2021-2022 is no less than RMB5 billion	25%
Phase II Commencing from the first trading day after the expiry of 24 months from the date of grant to the last trading day before the expiry of 36 months from the date of grant	The Company’s revenue for fiscal year 2021-2023 is no less than RMB8.7 billion	25%
Phase III Commencing from the first trading day after the expiry of 36 months from the date of grant to the last trading day before the expiry of 48 months from the date of grant	The Company’s revenue for 2022 is no less than RMB8.7 billion	25%
Phase IV Commencing from the first trading day after the expiry of 48 months from the date of grant to the last trading day before the expiry of 60 months from the date of grant	The Company’s revenue for 2024 is no less than RMB14.1 billion	25%

The vesting of the 2021 Restricted Shares are subject to other conditions provided in the rules of the 2021 Restricted Share Incentive Scheme, including the performance target for the 2021 Restricted Share Incentive Scheme Grantees. The Board will determine, among other things, the number and grant price of 2021 Restricted Shares and whether the vesting conditions have been met for under each phase.

(k) Details of the 2021 Restricted Share Incentive Scheme Grantee

As of the Latest Practicable Date, there were no outstanding 2021 Restricted Shares available for grant under the 2021 Restricted Share Incentive Scheme.

(ii) 2023 Restricted Share Incentive Scheme

(a) Purposes

The purpose of the 2023 Restricted Share Incentive Scheme is to attract and retain outstanding talents, to fully motivate their innovation to enhance momentum for sustainable development of our Company, to establish and improve incentive mechanism of our Company, to connect the interests of Shareholders and our Company together with the individual interests of the core talents of our Company, to promote all parties to focus on the long-terms development of our Company.

(b) Eligible participants

The participants of the 2023 Restricted Share Incentive Scheme include directors, senior management, other management and core technical (business) employees of our Group, excluding the independent Directors. All eligible participants shall have an employment or labor relationship with our Company and its subsidiaries during the assessment period of the 2023 Restricted Share Incentive Scheme and at the time the relevant grant conditions of the restricted Shares under the 2023 Restricted Share Incentive Scheme (the “**2023 Restricted Shares**”) are satisfied.

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After the Shareholders’ meeting approves the 2023 Restricted Share Incentive Scheme, the Board shall determine the grant date and whether the grant conditions have been satisfied and resolve to grant the 2023 Restricted Shares to the eligible participant(s) (the “**2023 Restricted Share Incentive Scheme Grantee(s)**”).

(c) Administration

The 2023 Restricted Share Incentive Scheme is managed by the Company with the Shareholders’ meeting being its top management authority for approving the 2023 Restricted Share Incentive Scheme and its amendment and termination. The Board is responsible for the administration and execution of the 2023 Restricted Share Incentive Scheme and the Audit Committee and independent Directors are responsible for supervising the execution of the 2023 Restricted Share Incentive Scheme.

(d) Source of Shares

The A Shares underlying the 2023 Restricted Share Incentive Scheme are the A Shares to be issued to the 2023 Restricted Share Scheme Grantees by our Company.

(e) Total number of the Shares

The total number of A Shares which may be issued under the 2023 Restricted Share Incentive Scheme shall be 13,332,549. On December 26, 2023, our Company amended the total number of A Shares which may be issued under the 2023 Restricted Share Incentive Scheme to 13,329,949 and granted 11,079,490 2023 Restricted Shares under the 2023 Restricted Share Incentive Scheme (the “**2023 First Restricted Share Grant**”). On December 4, 2024, our Company granted additional 1,689,800 2023 Restricted Shares under the 2023 Restricted A Shares Scheme (the “**2023 Reserved Restricted Share Grant**”).

On May 15, 2025, as certain grantees did not meet the vesting condition before expiry of the first vesting period due to resignation or failure to meet performance target, 2,262,482 2023 Restricted Shares under the 2023 First Restricted Share Grant were approved by the Board to be cancelled.

On July 7, 2026, as certain grantees did not meet the vesting condition before expiry of the first or second vesting period due to resignation or failure to meet performance target, 512,533 2023 Restricted Shares under the 2023 First Restricted Share Grant and 231,271 2023 Restricted Shares under the 2023 Reserved Restricted Share Grant were approved by the Board to be cancelled.

The total number of A Shares which may be issued to any 2023 Restricted Share Incentive Scheme Grantee upon vesting of awards shall not exceed 1% of the total outstanding share capital of our Company at the time of the effective period of all incentive scheme.

Before exercise, the number of 2023 Restricted Share shall be adjusted as follows in the event of any conversion of capital reserve, bonus share issue, sub-division, consolidation or rights issue in relation to the Shares as detailed in the 2023 Restricted Share Incentive Scheme.

(f) Grant price of the 2023 Restricted Shares

The grant price of the 2023 Restricted Shares under the 2023 Restricted Share Incentive Scheme is RMB41.17 per Share, being the 70% of the average closing prices of A Shares of our Company for the 20 trading days immediately preceding the date of announcement of the 2023 Restricted Share Incentive Scheme.

Before grant, the grant price of 2023 Restricted Shares shall be adjusted as follows in the event of any dividend distribution, conversion of capital reserve, bonus shares issue, sub-division, consolidation or rights issue in relation to the A Shares as detailed in the 2023 Restricted Share Incentive Scheme.

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(g) *Date of Grant and Terms of the Plan*

The grant date of the 2023 Restricted Share Incentive Scheme shall be determined by the Board after the approval of the 2023 Restricted Share Incentive Scheme by the Shareholders at a general meeting. The Company shall convene Board meeting in accordance with relevant regulations to make the initial grant and announce within 60 days after the approval of the 2023 Restricted Share Incentive Scheme at a general meeting.

The 2023 Restricted Share Incentive Scheme shall be valid from the first grant of 2023 Restricted Share till all the 2023 Restricted Shares are granted or canceled and shall in any event not exceeding 48 months.

(h) *Lock-up period*

The lock-up arrangements under the 2023 Restricted Share Incentive Scheme are determined according to the Articles of Association and applicable PRC laws and regulations:

- (i) if a 2023 Restricted Share Incentive Scheme Grantee is a Director or a senior management of our Company, the A Shares to be transferred each year during his or her tenure shall not exceed 25% of the total A Shares he or she holds. No A Shares held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if a 2023 Restricted Share Incentive Scheme Grantee is a Director or senior management of our Company, income gained through sale of A Shares of our Company within six months of the purchase or repurchase of A Shares of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board;
- (iii) a 2023 Restricted Share Incentive Scheme Grantee who intends to reduce his or her holding of A Shares shall comply with relevant laws and regulations; and
- (iv) 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 2023 Restricted Share Incentive Scheme, the 2023 Restricted Share Incentive Scheme Grantee shall comply with the amended laws and regulations and the Articles of Association.

(i) *Grant Conditions*

The 2023 Restricted Share Incentive Scheme Grantees are entitled to the 2023 Restricted Share Incentive Scheme only if the following conditions were met:

- (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 reporting accounts with respect to our Company’s 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 our Company’s 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 distributed profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the most recent 36 months after its listing; (4) applicable laws and regulations prohibits the implementation of any share incentive scheme; or (5) any other circumstances recognized by the CSRC.
- (ii) With respect to the 2023 Restricted Share Incentive Scheme Grantees, none of the following circumstances having occurred: (1) a 2023 Restricted Share Incentive Scheme Grantee has been regarded as an inappropriate participant by a stock exchange within the most recent 12 months; (2) a 2023 Restricted Share Incentive Scheme Grantee has been regarded as an inappropriate participant by the CSRC or its dispatched office within the most recent 12 months; (3) a 2023 Restricted Share Incentive Scheme Grantee has been punished or prohibited from entering the securities market by the CSRC or its dispatched office due to material non-compliance of laws and regulations within the most recent 12 months; (4) a 2023 Restricted Share Incentive Scheme Grantee is not qualified to serve

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as a director or senior management according to the PRC Company Law; (5) a 2023 Restricted Share Incentive Scheme Grantee is prohibited from participating in any share incentive scheme of listed companies according to applicable laws and regulations; or (6) any other circumstances recognized by the CSRC.

(j) *Vesting Schedule and Conditions*

On December 26, 2023, our Company granted 11,079,490 2023 Restricted Shares under the 2023 Restricted Share Incentive Scheme. On December 4, 2024, our Company granted additional 1,689,800 2023 Restricted Shares under the 2023 Restricted Share Incentive Scheme. The 2023 Restricted Shares granted under the 2023 First Restricted Share Grant shall be vested in three phases as follows, subject to the Board’s confirmation of fulfilment of vesting conditions:

Vesting Schedule	Revenue Target of our Company	Portion of 2023 Restricted Share vested
Phase I		
Commencing from the first trading day after the expiry of 12 months from the date of grant to the last trading day before the expiry of 24 months from the date of grant . .	(i) The Company’s operating revenue for 2024 increases by no less than 5% compared with operating revenue for 2023; or	33%
	(ii) The number of IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for 2024 are no less than two.	
Phase II		
Commencing from the first trading day after the expiry of 24 months from the date of grant to the last trading day before the expiry of 36 months from the date of grant . .	(i) The Company’s operating revenue for 2025 increases by no less than 10% compared with operating revenue for 2023; or	33%
	(ii) The number of IND applications (including new indications) and accepted NDA/BLA submissions (including new indications) for 2025 are no less than two or the accumulated IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for the fiscal year 2024-2025 are no less than four.	
Phase III		
Commencing from the first trading day after the expiry of 36 months from the date of grant to the last trading day before the expiry of 48 months from the date of grant . .	(i) The Company’s operating revenue for 2026 increases by no less than 20% compared with operating revenue for 2023; or	34%
	(ii) The number of IND applications (including new indications) and accepted NDA/BLA submissions (including new indications) for 2026 are no less than three or the accumulated IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for the fiscal year 2024-2026 are no less than seven.	

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The 2023 Restricted Shares granted under the 2023 Reserved Restricted Share Grant shall be vested in two phases as follows, subject to the Board’s confirmation of fulfilment of vesting conditions:

Vesting Schedule	Revenue Target of our Company	Portion of 2023 Restricted Share vested
Phase I		
Commencing from the first trading day after the expiry of 12 months from the date of grant to the last trading day before the expiry of 24 months from the date of grant . .	(iii) The Company’s operating revenue for 2025 increases by no less than 10% compared with operating revenue for 2023; or (iv) The number of IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for 2025 are no less than two or the accumulated IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for the fiscal year 2024-2025 are no less than four.	50%
Phase II		
Commencing from the first trading day after the expiry of 24 months from the date of grant to the last trading day before the expiry of 36 months from the date of grant . .	(iii) The Company’s operating revenue for 2026 increases by no less than 20% compared with operating revenue for 2023; or (iv) The number of IND applications (including new indications) and accepted NDA/BLA submissions (including new indications) for 2026 are no less than three or the accumulated IND applications (including new indications) and accepted NDA/BLA submission (including new indications) for the fiscal year 2024-2026 are no less than seven.	50%

The vesting of the 2023 Restricted Shares are subject to other conditions provided in the rules of the 2023 Restricted Share Incentive Scheme, including the performance target for the 2023 Restricted Share Incentive Scheme Grantees. The Board will determine, among other things, the number and grant price of 2023 Restricted Shares and whether the vesting conditions have been met for under each phase.

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(k) Details of the 2023 Restricted Share Incentive Scheme Grantee

As of the Latest Practicable Date, the number of outstanding 2023 Restricted Shares granted under the 2023 Restricted Share Incentive Scheme as resolved by our Board was 3,486,820, representing approximately [REDACTED]% of the total issued Shares immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no additional Shares are issued pursuant to the A Shares Incentive Schemes). Assuming full vesting of all outstanding 2023 Restricted Shares granted under the 2023 Restricted Share Incentive Scheme, the shareholding of our Shareholders and our earning per Share immediately following completion of the [REDACTED] will be diluted by approximately [REDACTED]% (assuming the [REDACTED] is not exercised).

The table below set forth the details of outstanding 2023 Restricted Shares granted to Directors and members of senior management under the 2023 Restricted Share Incentive Scheme as of the Latest Practicable Date:

Name of grantee	Positions within the Group	Grant Date	Grant price per Share	Number of outstanding 2023 Restricted Shares granted	Approximate percentage of issued Shares immediately after completion of [REDACTED] ⁽¹⁾
Directors					
DING Lieming (丁列明)	Chairman of the Board, executive Director, General Manager and Chief Executive Officer	December 26, 2023	RMB40.65	386,750	[REDACTED]%
WAN Jiang (萬江)	Executive Director, Senior Vice President and President of Global Sales	December 26, 2023	RMB40.65	77,350	[REDACTED]%
DING Shizhe (丁師哲)	Executive Director and Assistant to the Chairman	December 26, 2023	RMB40.65	40,800	[REDACTED]%
FAN Jianxun (范建勛)	Executive Director, Vice President and Chief Financial Officer	December 26, 2023	RMB40.65	68,850	[REDACTED]%
		December 4, 2024	RMB40.65	75,000	[REDACTED]%
TONG Jia (童佳)	Executive Director and President of Administration	December 26, 2023	RMB40.65	68,850	[REDACTED]%
		December 4, 2024	RMB40.65	75,000	[REDACTED]%

The table below set forth the details of outstanding 2023 Restricted Shares granted to other grantees (excluding Directors and senior management) under the 2023 Restricted Share Incentive Scheme as of the Latest Practicable Date:

Number of grantees	Grant Date	Grant price per Share	Number of outstanding 2023 Restricted Shares	Approximate percentage of issued Shares immediately after completion of [REDACTED] ⁽¹⁾
425	December 26, 2023	RMB40.65	2,111,570	[REDACTED]%
132	December 4, 2024	RMB40.65	582,650	[REDACTED]%

Note:

(1) The calculation is based on the assumption that the [REDACTED] is not exercised.

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5. 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 under the laws of the PRC.

Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group’s results of operations or financial conditions, taken as a whole.

Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US\$500,000 for acting as sole sponsor for the [REDACTED].

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred material preliminary expenses in relation to the incorporation of our Company.

Promoters

The promoters of the Company are all of the 14 then Shareholders of our Company as of August 29, 2013 immediately before our conversion into a joint stock limited liability company. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and the related transactions described in this document.

Save as disclosed in “Directors and Senior Management” in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our [REDACTED] will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

No Material Adverse Change

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

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Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinion and/or advice in this document are as follows:

Name	Qualification
CITIC Securities (Hong Kong) Limited . .	A licensed corporation under the SFO for type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities (subject to a licensing condition) under the SFO
BDO Limited	Certified Public Accountants and Registered Public Interest Entity Auditor
Zhejiang T&C Law Firm	Legal advisor to our Company as to PRC laws
Liu Shen & Associates	Legal advisor to our Company as to PRC intellectual property laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Independent Property Valuer

As of the Latest Practicable Date, 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.

Consent of Experts

Each of the experts as referred to “— Qualifications of Experts” in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters and/or legal opinion (as the case may be) and the references to their names included in the form and context in which they are respectively included.

Binding Effect

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

Bilingual Document

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

This document is written in the English language and contains a Chinese translation for information purpose only. Should there be any discrepancy between the English language of this document and the Chinese translation, the English language version of this document shall prevail.

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Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, save as disclosed in “1. Further Information about Our Company” above, no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
- (b) save as disclosed in “4. A Share Incentive Schemes” above, no share or loan capital of our Company or any of our subsidiaries had been under option or is agreed conditionally or unconditionally to be put under option;
- (c) there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries;
- (d) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (e) our Company has no outstanding convertible debt securities or debentures;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;
- (g) save for our A Shares which are listed on the Shenzhen Stock Exchange and the H Shares to be issued in connection with the [REDACTED], none of the equity and debt securities is [REDACTED] or dealt with in any other stock exchange nor is any [REDACTED] or permission to deal being or proposed to be sought;
- (h) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (i) all necessary arrangements have been made to enable the H shares to be admitted into [REDACTED] for clearing and settlement.