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3D Medicines Inc.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1244)

**DISCLOSEABLE TRANSACTION
CONNECTED TRANSACTION AT SUBSIDIARY LEVEL
IN RESPECT OF THE STRATEGIC COOPERATION AGREEMENT**

STRATEGIC COOPERATION AGREEMENT

Reference is made to the announcements of the Company dated January 24, 2025 and February 17, 2025 regarding the Civil Ruling issued by the Qingdao Intermediate People's Court (青島市中級人民法院), which, among other measures, imposed the Preservation Order.

On June 30, 2025, the Board of the Company approved the Strategic Cooperation Agreement with Qingdao Hainuo. Pursuant to the Strategic Cooperation Agreement, the Company and its Subsidiaries agree to pay the Consideration to Qingdao Hainuo in aggregate RMB98.0 million (equivalent to HK107.46 million), Qingdao Hainuo agrees to discharge the Preservation Order. The Parties further agreed that, if a settlement amount is determined in connection to the Civil Ruling, the Consideration will be deducted from that amount.

LISTING RULES IMPLICATIONS

As at the date of the Strategic Cooperation Agreement, Qingdao Hainuo is a substantial shareholder of 3D-Med Shanghai, a non-wholly owned subsidiary of the Company. Therefore, the Qingdao Hainuo is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. Accordingly, the Strategic Cooperation Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that (i) Qingdao Hainuo is a connected person of the Company at the subsidiary level; (ii) the Board has approved the Strategic Cooperation Agreement; and (iii) the Directors (including the independent non-executive Directors) are of the view that the Strategic Cooperation Agreement is in the ordinary and usual course of business of the Group, on normal commercial terms or better after arm's length negotiations between the parties, and on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole, the Strategic Cooperation Agreement is subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and independent shareholders' approval requirements, under Rule 14A.101 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Strategic Cooperation Agreement exceeds 5%, but all applicable percentage ratios are less than 25%, the entering into of the Strategic Cooperation Agreement and the transactions contemplated therein constitute a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE STRATEGIC COOPERATION AGREEMENT

On June 30, 2025, the Board of the Company approved the Strategic Cooperation Agreement with Qingdao Hainuo, the principal terms of which are summarized below:

Parties

- (1) The Company
- (2) The Subsidiaries
- (3) Qingdao Hainuo

Strategic Cooperation Agreement

Under the Strategic Cooperation Agreement, the Company and its Subsidiaries agree to pay the Consideration to Qingdao Hainuo in aggregate RMB98.0 million (equivalent to HK107.46 million), Qingdao Hainuo agrees to discharge the Preservation Order and the unfreezing of the bank accounts of all affected subsidiaries.

In the event a settlement amount is determined in connection to the Civil Ruling, the Consideration will be deducted from that amount.

The Consideration will be funded by the internal resources of Group.

REASONS FOR AND BENEFITS OF ENTERING INTO THE STRATEGIC COOPERATION AGREEMENT

The Board approved the Strategic Cooperation Agreement, taking into account the following reasons and benefits:

1. Facilitating Operational Stability

The Preservation Order issued by the Qingdao Intermediate People's Court has imposed restrictions on certain bank accounts and/or equivalent assets of the Group, which has impacted the Group's financial flexibility and operational efficiency. The discharge of the Preservation Order will enable the Group to regain access to its preserved assets, thereby improving liquidity and ensuring smoother day-to-day operations. It also facilitates the movement of funds from the PRC to the Group's offshore entities, bolstering cash flow and providing essential support for ongoing operations, while reinforcing the Company's financial stability.

2. Mitigating Legal and Financial Uncertainties

By entering into the Strategic Cooperation Agreement, the Group can proactively address the issues arising from the Civil Ruling. This agreement provides a clear path to resolving the legal disputes while reducing the uncertainties and risks associated with prolonged litigation, including the potential impacts on the Group's reputation and financial position.

3. Alignment with Strategic Objectives

The cooperation with Qingdao Hainuo demonstrates the Group's commitment to resolving disputes amicably and fostering partnerships with key stakeholders. By reaching the Strategic Cooperation Agreement, the Group not only resolves the immediate issues but also lays the groundwork for potential future collaborations, creating long-term value for shareholders.

4. Preservation of Shareholder Interests

The Consideration under the Strategic Cooperation Agreement allows the Company and its Subsidiaries to safeguard their financial health, minimize disruptions, and focus on core business activities. Furthermore, the Consideration paid will be deducted from any settlement amount determined in relation to the Civil Ruling, ensuring no duplication of costs and protecting shareholder value.

Based on the above, the Directors (including independent non-executive Directors) believe that the Strategic Cooperation Agreement is in the usual and ordinary course of business of the Company on normal commercial terms and its terms are fair and reasonable and in the interests of the Company and Shareholders as a whole.

None of the Directors has a material interest in the transaction contemplated under the Strategic Cooperation Agreement nor is required to abstain from voting on the resolution to approve the transactions contemplated under the Strategic Cooperation Agreement.

LISTING RULES IMPLICATION

As at the date of the Strategic Cooperation Agreement, Qingdao Hainuo is a substantial shareholder of 3D-Med Shanghai, a non-wholly owned subsidiary of the Company. Therefore, Qingdao Hainuo is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

Accordingly, the Strategic Cooperation Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that (i) Qingdao Hainuo is a connected person of the Company at the subsidiary level; (ii) the Board has approved the Strategic Cooperation Agreement; and (iii) the independent non-executive Directors have confirmed that the Strategic Cooperation Agreement is on normal commercial terms or better, and its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole, the Strategic Cooperation Agreement is subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and independent shareholders' approval requirements, under Rule 14A.101 of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Strategic Cooperation Agreement exceeds 5% but all applicable percentage ratios are less than 25%, the entering into of the Strategic Cooperation Agreement and the transactions contemplated thereunder constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

GENERAL

The Group is a bio-pharmaceutical company principally engaged in the research and development of oncology therapies for cancer patients, particularly those requiring long-term care. The Group has a robust pipeline of clinical-stage pipeline candidates, with its core product, Envafohimab (brand name: ENWEIDA, 恩維達®), commercialized in December 2021.

Qingdao Hainuo, a limited liability company incorporated under the laws of the PRC and is wholly-owned by the Financial Department of Southern District of Qingdao (青島市市南區財政局). To the best knowledge of the Company, it is principally engaged in real estate development and operation.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

“3D-Med Shanghai”	3D Medicines Biotechnology (Shanghai) Co., Ltd.* (思路迪生物醫藥(上海)有限公司), a limited liability company incorporated under the laws of the PRC, formerly known as Zhaosi Biotechnology (Shanghai) Co., Ltd.* (兆思生物技術(上海)有限公司), which is owned as to 89.40%, 0.06% and 10.54% by 3D Medicines (Hong Kong) Co., Limited (思路迪醫藥科技(香港)有限公司), Integral Lane Holdings Limited and Qingdao Hainuo, respectively
“Board”	the board of Directors of the Company
“Civil Ruling”	A civil ruling issued by the Qingdao Intermediate People’s Court (青島市中級人民法院), Shandong Province, People’s Republic of China, and received by the Group on January 15, 2025, which ordered, among others, the Preservation Order
“Company”	3D Medicines Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company, including all executive, non-executive and independent non-executive directors
“Global Offering”	the offer of the shares of the Company for subscription as described in the prospectus of the Company dated November 29, 2022
“Group”	the Company and its subsidiaries

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Preservation Order”	The preservation order in the Civil Ruling, which preserved certain bank accounts and/or equivalent assets of our Group, up to the value of RMB458.5 million
“Qingdao Hainuo”	Qingdao Hainuo Investment Development Co., Ltd.* (青島海諾投資發展有限公司), a limited liability company incorporated under the laws of the PRC, which holds 10.54% equity interest in 3D-Med Shanghai
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Strategic Cooperation Agreement”	the Strategic Cooperation Agreement between the Company, the Subsidiaries, and Qingdao Hainuo
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	Certain subsidiaries of the Company, namely (i) 3D Medicines (Hong Kong) Co., Limited (思路迪醫藥科技(香港)有限公司); (ii) 3D-Med Shanghai; (iii) 3D Medicines (Qingdao) Co., Ltd.* (思路迪醫藥(青島)有限公司); and (iv) Integral Lane Holdings Limited
“%”	per cent

* for identification only

By order of the Board
3D Medicines Inc.
Dr. Gong Zhaolong
Chairman of the Board

Hong Kong
July 2, 2025

As at the date of this announcement, the Board of Directors of the Company comprises Dr. GONG Zhaolong as executive Director, Mr. ZHU Jinqiao, Mr. ZHOU Feng and Ms. CHEN Yawen as non-executive Directors, and Dr. LI Jin, Dr. LIN Tat Pang and Mr. LIU Xinguang as independent non-executive Directors.