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Cutia Therapeutics
科笛集团

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2487)

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(2) CHANGE OF MEMBERS OF NOMINATION COMMITTEE
AND AUDIT COMMITTEE

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Cutia Therapeutics (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Tao Tak Yan Dennis (“**Mr. Tao**”) has resigned as an independent non-executive director (“**Director**”), a member of audit committee of the Board (the “**Audit Committee**”) and a member of nomination committee of the Board (the “**Nomination Committee**”) with effect from 28 August 2025 to focus more on his other personal commitment.

Mr. Tao has confirmed that he has no disagreement with the Board in any respect and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Tao for his contributions to the Company during his tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is further pleased to announce that Mr. Zhang Zhisong (“**Mr. Zhang**”) has been appointed as an independent non-executive Director with effect from 28 August 2025.

The biographical details of Mr. Zhang are set out below:

Mr. Zhang Zhisong (張志嵩), aged 41, became part of TUHU Car Inc. (the “**TUHU Car**”) in July 2021 and served as the deputy chief financial officer and senior vice president from July 2021 to July 2022. He has held the role of the chief financial officer of TUHU Car since July 2022. Prior to joining TUHU Car, Mr. Zhang served as executive director at Goldman Sachs (Asia) L.L.C. from 2018 to 2021. Prior to that, Mr. Zhang served as vice president at Citigroup Global Markets Asia Limited from 2015 to 2018 and associate at Merrill Lynch (Asia Pacific) Ltd. from 2014 to 2015. He also worked at Deutsche Bank AG as an associate from 2008 to 2014.

Mr. Zhang received his master’s degree in management from Cass Business School in the United Kingdom in October 2008.

The Company has entered into a letter of appointment with Mr. Zhang for an initial term of three years commencing from 28 August 2025, subject to retirement by rotation and re-election at the next annual general meeting of the Company pursuant to the articles of association of the Company. Such letter of appointment may be terminated by not less than 30 days’ notice in writing served by either the independent non-executive Director or the Company. Mr. Zhang has agreed to act as an independent non-executive Director with a director’s fee of RMB350,000 per annum and has the opportunity to receive a discretionary bonus. The remuneration is determined by the remuneration committee of the Board (the “**Remuneration Committee**”) with reference to the relevant Director’s experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions, subject to review by the Board and the Remuneration Committee from time to time.

To the best knowledge and belief of the Board and having made all reasonable enquiries and confirmed by Mr. Zhang, as of the date of this announcement, Mr. Zhang: (i) does not have, and is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571) of the Law of Hong Kong; (ii) does not hold any other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company (as defined under the Listing Rules); and (iv) has not held any directorships in other public companies of which are listed on any securities market in Hong Kong or overseas during the last three years.

The Board further confirmed that Mr. Zhang meets the independence criteria as set out in Rule 3.13 of Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Zhang as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company, nor is there any other information that should be disclosed by the Company pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Zhang to the Board.

CHANGE OF MEMBERS OF NOMINATION COMMITTEE AND AUDIT COMMITTEE

The Company further announced that following Mr. Tao's resignation from his positions as a member of Audit Committee and a member of Nomination Committee and Mr. Zhang's appointment as the independent non-executive Director, Mr. Zhang has also been appointed as a member of Audit Committee and a member of Nomination Committee, with effect from 28 August 2025.

Meanwhile, Dr. Xie Qin, a non-executive Director (female), and Mr. Ye Xiaoxiang, an independent non-executive Director, have been appointed as members of the Nomination Committee, with effect from 28 August 2025 ("**Changes to the Nomination Committee Composition**").

Changes to the Nomination Committee Composition were made in response to the amendments to the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. Following the Changes to the Nomination Committee Composition, the Nomination Committee consists of five (5) members, namely Dr. Chen Lian Yong (chairman), Dr. Xie Qin, Mr. Chung Ming Kit, Mr. Zhang Zhisong and Mr. Ye Xiaoxiang, fulfilling the Listing Rules requirement for gender diversity representation.

The Board believes that Changes to the Nomination Committee Composition will enhance the diversity of the Nomination Committee, improve decision-making efficacy, and be beneficial for advancing the Group's governance standards.

By order of the Board
Cutia Therapeutics
Zhang Lele
Chief Executive Officer and Executive Director

Hong Kong, 28 August 2025

As at the date of this announcement, the Board comprises (i) Ms. Zhang Lele and Mr. Huang Yuqing as executive directors; (ii) Dr. Chen Lian Yong, Dr. Xie Qin, Dr. Huang Xiao and Ms. Yang Yunxia as non-executive directors; and (iii) Mr. Chung Ming Kit, Mr. Zhang Zhisong and Mr. Ye Xiaoxiang as independent non-executive directors.