思路迪医药
3D Medicines

3D Medicines Inc.
思路迪医药股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1244)

DISCLOSEABLE TRANSACTION; AND CLARIFICATION ANNOUNCEMENT ON THE ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2025

DISCLOSEABLE TRANSACTION

Reference is made to the Company's Annual Report for the year ended December 31, 2024 (the "**Annual Report**"). Unless otherwise stated, all the capitalised terms used herein shall have the same meaning as those adopted in the Annual Report. The Board hereby announces the details of the extension of a short-term note (the "**Note**") entered into by the Group, which constitutes a discloseable transaction under Chapter 14 of the Listing Rules.

1. BACKGROUND

On February 13, 2023, 3D Medicines (Hong Kong) Co., Ltd. ("**3D Medicines HK**"), a wholly-owned subsidiary of the Company, entered into a short-term note agreement (the "**Initial Agreement**") with Puxin International Co., Ltd. ("**Puxin**", whose ultimate beneficial owner is Mr. Xiao Erqiang) with a principal amount of HK$50,000,000 and a coupon rate of 5.5% per annum.

The Note was extended for the first time on March 13, 2024, with the same principal amount and interest rate maintained (the "**First Extension**").

As all applicable percentage ratios (as defined in the Listing Rules) in respect of the Initial Agreement and the First Extension respectively were less than 5%, such transactions were exempted from the reporting and announcement requirements of the Listing Rules when the Initial Agreement was entered on February 13, 2023 and the First Extension was made on March 13, 2024.

In order to optimize the Group's capital allocation and continue to earn stable investment returns through prudent financial management, 3D Medicines HK and Puxin entered into a supplemental agreement (the "**Extension Agreement**") on February 13, 2025, to extend the maturity date of the Note.

2. DETAILS OF THE EXTENSION AGREEMENT

Item	Details
Parties to the Agreement	Lender: 3D Medicines (Hong Kong) Co., Ltd. Borrower: Puxin International Co., Ltd.
Date of the Extension Agreement	February 13, 2025
Principal Amount	HK$50,000,000 (equivalent to approximately RMB46,300,000)
Coupon Rate	5.5% per annum (unchanged from the Initial Agreement and the First Extension)
Extended Maturity Date	March 13, 2027
Security	The Note is unsecured and unguaranteed
Interest Payment Terms	Interest shall be paid in accordance with the terms stipulated in the Initial Agreement
Source of Funds	Internal idle funds of the Group

3. LISTING RULES IMPLICATIONS

As the highest of the applicable percentage ratios in respect of the extension of the Note under the Extension Agreement is higher than 5% but less than 25%, the extension of the Note under the Extension Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

4. REASONS FOR AND BENEFITS OF THE TRANSACTION

By extending the Note, the Group can continue to obtain stable interest income, improve the efficiency of capital utilization, and the funds generated from the transaction will be used to supplement the Group's research and development investment and daily operating capital, which is beneficial to the overall interests of the Company and its shareholders as a whole.

5. BREACH OF DISCLOSURE OBLIGATIONS AND REMEDIAL MEASURES

5.1 Reasons for the Breach

Due to the fluctuation of the Company's market capitalization during the period from third quarter of 2024 to first quarter of 2025, the consideration ratio of the Note extension exceeded the 5% but less than 25% threshold stipulated in the Listing Rules. However, the Company failed to conduct a fresh size test and timely fulfill the disclosure obligations due to reliance on historical transaction precedents and insufficient real-time monitoring mechanisms, resulting in a breach to the disclosure obligations under Chapter 14 of the Listing Rules (the "**Breach**").

5.2 Remedial Measures

- The Board deeply regrets the Breach and has implemented comprehensive remedial measures to strengthen internal controls:

- Implement a standardized "Pre-Transaction Compliance Checklist" to ensure joint review by the finance and compliance departments before any investment product renewal;

- Establish a daily market capitalization tracking mechanism and an automated alert system to monitor the threshold triggering risk in a timely manner;

- Clarify the Board's approval authority, requiring that transactions with a ratio exceeding 1% of net assets of the Group must be submitted to the Board for approval;

- Strengthen special control procedures for note extensions, including updated credit assessments of counterparties and dual signature confirmation by the CFO and compliance department;

- Conduct regular internal audits and special training on Listing Rules to enhance the compliance awareness of relevant personnel; and

- The company secretary of the Company will on top to monitor the size test of transactions for check and balance purpose.

6. INFORMATION ON THE COUNTERPARTY AND THE GROUP

Puxin International Co., Ltd. is an independent third party unrelated to the Company, its connected persons (as defined under the Listing Rules) or any of its subsidiaries. Based on the information obtained by the Company, Puxin has a sound financial status and good credit record, and has the ability to fulfill its obligations under the Extension Agreement. Puxin is a private company and principally engaged in investment in stocks and bonds.

The Company is an investment holding company and its subsidiaries are principally engaged in the research and development of oncology therapies for cancer patients, especially those who require long-term care.

7. DIRECTORS' CONFIRMATION

The directors of the Company confirm that the terms of the Extension Agreement are fair and reasonable, the transaction is entered into in the ordinary and usual course of business, and the transaction is in the overall interests of the Company and its shareholders as a whole.

8. GENERAL

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. For further information, please refer to the Company's subsequent announcements.

CLARIFICATION ANNOUNCEMENT ON THE ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2025

Reference is made to the annual results announcement for the year ended December 31, 2025 ("**2025 Annual Results Announcement**") of the Company dated March 31, 2026. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those.

Due to the inadvertent clerical error caused, the Company wishes to clarify that paragraph under the section headed "EXTRACT OF MODIFIED REPORT FROM INDEPENDENT AUDITOR'S REPORT" as set out on page 35 in the English version of the 2025 Annual Results Announcement should be amended as follows (with the amendments underlined and bolded below for ease of reference):

"EXTRACT OF REPORT FROM INDEPENDENT AUDITOR'S REPORT

The following is an extract of **the report** from independent auditor on the Group's consolidated financial statements for the year ended December 31, 2025:

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (the "**IASB**") and have been properly prepared in compliance with the Hong Kong Companies Ordinance."

The above clarification does not affect other financial information contained in the 2025 Annual Results Announcement.

Save as disclosed above, all other information in the English version of the 2025 Annual Results Announcement remains accurate and unchanged. This clarification announcement is supplemental to and should be read in conjunction with the English version of the 2025 Annual Results Announcement.

There is no change in the contents of the Chinese version of the 2025 Annual Results Announcement.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings:

The Company	3D Medicines Inc., a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange (Stock Code: 1244)
The Group	The Company and its subsidiaries
The Board	The board of directors of the Company
The Stock Exchange	The Stock Exchange of Hong Kong Limited
Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange
Short-term Note/The Note	The debt instrument under the short-term note agreement signed between 3D Medicines HK and Puxin on February 13, 2023, with a principal amount of HK$50,000,000 and a coupon rate of 5.5%, which was subsequently extended by the First Extension on March 13, 2024, and further extended on February 13, 2025 by the Extension Agreement
First Extension	The first extension to the Initial Agreement signed between 3D Medicines HK and Puxin on March 13, 2024
Initial Agreement	The "Short-term Note Agreement" signed between 3D Medicines HK and Puxin on February 13, 2023
Extension Agreement	The "Supplemental Agreement to Short-term Note" signed between 3D Medicines HK and Puxin on February 13, 2025, aiming to extend the maturity date of the Note
3D Medicines HK	3D Medicines (Hong Kong) Co., Ltd., a wholly-owned subsidiary of the Company

Puxin	Puxin International Co., Ltd., the borrower of the Note, whose ultimate beneficial owner is Mr. Xiao Erqiang
Breach	The situation where the Company failed to timely fulfill the disclosure obligations under Chapter 14 of the Listing Rules in respect of the extension of the Note in February 2025
RMB/HK$	Renminbi, the legal tender of the People's Republic of China/ Hong Kong Dollar, the legal tender of Hong Kong
%	Percentage

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

Hong Kong, April 1, 2026

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.