
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Everest Medicines Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) MAJOR AND CONNECTED TRANSACTION
ACQUISITION OF
THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY AND
ASSIGNMENT OF SHAREHOLDER LOAN;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



Unless the context otherwise requires, all capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

The notice convening the EGM to be held on Wednesday, 17 June 2026 at 9:30 a.m. is set out in this circular.

The EGM will be held by way of virtual meeting using an electronic system which allows all Shareholders to participate and vote through the Online Platform. Whether or not Shareholders are able to attend the EGM, they are encouraged to appoint the Chairman of the EGM as their proxy. The deadline to submit completed proxy forms is Monday, 15 June 2026 at 9:30 a.m..

SUMMARY OF GUIDANCE FOR THE EGM

Please see pages 1 to 4 of this circular for details of the guidance for the virtual EGM, including:

- Attendance
 - Online Platform
 - Login details for registered Shareholders
 - Login details for non-registered Shareholders
 - Login details for duly appointed proxies or corporate representatives
 - Login details for new registered Shareholders
 - Proxy appointment and voting
- Questions at or prior to the EGM

This circular, together with the form of proxy, are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.everestmedicines.com).

Hong Kong, 3 June 2026

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GUIDANCE FOR THE EGM

The forthcoming EGM of the Company will be held by way of virtual meeting through broadcasting at the website https://meetings.computershare.com/everestmed_2026EGM2 (the “**Online Platform**”). Shareholders attending and participating in the EGM using the Online Platform will be deemed present at, and will be counted towards the quorum of, the EGM and they will be able to cast their votes and submit questions through the Online Platform. Unless otherwise defined herein, terms used in this Guidance for the EGM shall have the same meanings in the “Definitions” section on pages 5 to 9.

ATTENDANCE

Both registered and non-registered Shareholders will be able to **attend and view** a live webcast of the EGM, **raise questions** and **cast votes** through the Online Platform.

Online Platform

The Online Platform will be opened for registered and non-registered Shareholders to log into approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures.

A step-by-step “Online Meeting User Guide” for the login process of the EGM has been made available on the Company’s website at www.everestmedicines.com for assistance.

Login details for registered Shareholders

For registered Shareholders, the login details for joining the EGM through the Online Platform are provided in the notification letter that has been sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend and vote at the EGM through the Online Platform should:

- (1) contact and instruct your banks, brokers, custodians, nominees or HKSCC Nominees Limited by which your Shares are held (collectively, the “**Intermediary**”) to appoint you as the proxies or corporate representatives to attend and vote at the EGM; and
- (2) provide your email address(es) to your Intermediary before the deadline imposed by your Intermediary.

Login details to access the Online Platform will be sent to the non-registered Shareholders by the Company’s share registrar, Computershare Hong Kong Investor Services Limited (“**Computershare**”), to the email address(es) you provided to the Intermediary. Any nonregistered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 9:30 a.m. on Tuesday, 16 June 2026 should reach out to Computershare for assistance.

GUIDANCE FOR THE EGM

Without the login details, non-registered Shareholders will not be able to attend, participate or vote at the EGM. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Login details for duly appointed proxies or corporate representatives

Login details to access the Online Platform will be sent by Computershare to the email address(es) of the proxies provided in the returned forms of proxy.

For corporate Shareholders who wish to appoint representatives to attend, participate and vote at the EGM on their behalf through the Online Platform, please call the service hotline of Computershare at (852) 2862 8555 during business hours from 9:00 a.m. to 6:00 p.m. (Hong Kong time) from Monday to Friday, excluding Hong Kong public holidays for arrangements.

Any proxy or corporate representative who has not received the login details by email by 9:30 a.m. on Tuesday, 16 June 2026 should reach out to Computershare for assistance.

Login details for new registered Shareholders

For new registered Shareholders (who registered after the dispatch date of the EGM documents but are still entitled to attend, participate and vote at the EGM), login details can be obtained by request from Computershare with the contact details below:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Website: www.computershare.com/hk/contact

POINTS TO NOTE

Registered and non-registered Shareholders should note that **only one device** is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise. Shareholders should also note that an active and stable internet connection is required in order to allow them to participate, vote and submit questions at the EGM through the Online Platform. It is the users' own responsibility to ensure that they have a sufficient and stable internet connection.

PROXY APPOINTMENT AND VOTING

Voting by Proxy

A Shareholder who is entitled to attend and vote at the EGM is entitled to appoint a proxy to exercise the Shareholder's rights at the EGM. A proxy who needs not be a Shareholder of the Company may attend, speak and vote instead of the Shareholder.

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Irrespective of whether Shareholders are able to attend the EGM, you are encouraged to appoint the Chairman of the EGM as your proxy. **If the proxy appointed is not the Chairman of the EGM, you are requested to provide a valid email address of your proxy to receive the login details. If no email address is provided, your proxy cannot attend, participate or vote at the EGM.**

Where there are joint registered holders of any Share(s), any one of such persons (or his/her proxy) may vote at the EGM, through the Online Platform, in respect of such Share(s) as if he/she is solely entitled to, but if more than one of such joint holders (or his/her proxy) is present at the EGM through the Online Platform, then **only one device** is allowed per login.

Proxy Forms and Voting Record Date

A proxy form is enclosed with this circular or can be downloaded from the website of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.everestmedicines.com.

All proxy forms must be completed and signed in accordance with the instructions printed thereon and be returned to Computershare at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). **The deadline to submit completed proxy forms is Monday, 15 June 2026 at 9:30 a.m..**

Submission of the proxy form will not preclude any member of the Company from attending the EGM through the Online Platform or any adjournment thereof and voting online if such member so wishes and in such event, the proxy form will be deemed to be revoked.

The record date for determining the Shareholders' eligibility for attending and voting at the EGM is Wednesday, 17 June 2026.

QUESTIONS AT OR PRIOR TO THE EGM

Shareholders attending the EGM online will be able to raise questions relevant to the proposed resolutions using the Online Platform. The Q&A session will be restricted to a maximum of 15 minutes.

Prior to the EGM, irrespective of whether Shareholders attend the EGM or not, they are also welcome to send any questions in writing about any resolution or about the Company, or any matter for communication with the Board, to the Company's registered office or email at IR@everestmedicines.com no later than 6:00 p.m. on 15 June 2026.

The Company will endeavor to address relevant questions in relation to the proposed resolutions at the EGM. However, the Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the EGM.

GUIDANCE FOR THE EGM

If Shareholders have any questions relating to the EGM arrangements, please contact the share registrar of the Company as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Online Enquiries: www.computershare.com/hk/en/online_feedback

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Accountants’ Report”	the accountants’ report on the Target Company during the reporting period, the text of which is set out in Appendix II to this circular
“Acquisition”	the acquisition of the Sale Share by the Purchaser and the taking of assignment of the Shareholder Loan by the Purchaser pursuant to the Share Purchase Agreement
“Agreed Pledge”	the pledge over the Sale Share in favor of the Bank in accordance with the Share Pledge Agreement
“April Announcement”	the announcement of the Company dated 8 April 2026 in relation to the Acquisition
“Articles” or “Articles of Association”	the eighth amended and restated memorandum and articles of association of the Company currently in force
“associate”	has the meaning ascribed to it under the Listing Rules
“Bank”	Shanghai Pudong Development Bank Co., Ltd. Shanghai Pilot Free Trade Zone Special Area Branch (上海浦東發展銀行股份有限公司上海自貿試驗區新片區分行)
“Board”	the board of Directors
“CBC Group”	mainly comprises C-Bridge Healthcare Fund II, L.P., CBridge Investment Everest Limited, C-Bridge II Investment Eight Limited, C-Bridge Healthcare Fund IV, L.P., CBridge IV Investment Two Limited, C-Bridge IV Investment Nine Limited Ltd., C-Bridge Capital Investment Management, Ltd., CBC Group Investment Management, Ltd, C-Bridge Joint Value Creation Limited and Everest Management Holding Co., Ltd. The aforementioned entities are directly and indirectly controlled by Nova Aqua Limited, the entire interest of which is held by Vistra Trust (Singapore) Pte. Limited as trustee for a trust established by Mr. Wei Fu (as settlor) for the benefit of Mr. Wei Fu and his family
“Closing”	completion of the transactions contemplated under the Share Purchase Agreement
“Closing Date”	the date on which Closing occurs

DEFINITIONS

“Company”	Everest Medicines Limited, an exempted company incorporated in the Cayman Islands on 14 July 2017 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1952)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deposit”	the refundable deposit of RMB200,000,000 paid in accordance with the terms of the Letter of Intent
“Director(s)”	the director(s) of the Company
“EBITDA”	earnings before interest, taxes, depreciation and amortizations
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on Wednesday, 17 June 2026 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages EGM-1 to EGM-3 of this circular, or any adjournment thereof, by way of virtual meeting via the Online Platform
“Enlarged Group”	the Group and the Target Company
“EV”	enterprise value
“Group”	the Company and its subsidiaries (excluding the Target Company in relation to any time before Closing, and including the Target Company in relation to any time from and after Closing)
“Hasten Group”	means the Seller, Hasten Biopharmaceuticals Holdings Limited, HASTEN BIOPHARMACEUTICALS LOANCO LIMITED and its subsidiaries (except for the Target Company)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, established to advise the Independent Shareholders in respect of the Share Purchase Agreement

DEFINITIONS

“Independent Financial Adviser”	the independent financial adviser acceptable to the Stock Exchange appointed by the Company pursuant to Rule 14A.44 of the Listing Rules to advise the Independent Board Committee and the Independent Shareholders in respect of the Share Purchase Agreement
“Independent Shareholders”	the Shareholders who are not required under the Listing Rules to abstain from voting on the resolutions relating to the Share Purchase Agreement to be proposed at the EGM
“Letter of Intent”	the letter of intent dated 17 March 2026 entered into between the Company and the Seller in relation to the Acquisition
“Latest Practicable Date”	29 May 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Long Stop Date”	the date falling 6 months after the date of the Share Purchase Agreement (i.e., 6 October 2026), or such later date as mutually agreed in writing between the parties
“March Announcement”	the announcement of the Company dated 17 March 2026
“Online Platform”	the internet based platform (https://meetings.computershare.com/everestmed_2026EGM2) through which Shareholders can attend, participate and vote by electronic means at the EGM
“Purchaser”	EverSea Medicines (Singapore) Pte. Ltd., a company with limited liability established under the laws of Singapore and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Sale Share”	one issued and outstanding ordinary share in the capital of the Target Company, representing 100% of the issued share capital of the Target Company
“Seller”	Hasten Biopharmaceuticals (Asia) Limited, a company duly incorporated and validly existing in accordance with the laws of the Cayman Islands
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.0001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Pledge Agreement”	the share pledge agreement entered into by and among the Seller and the Bank, pursuant to which the Agreed Pledge was created in favor of the Bank over the Sale Share
“Share Purchase Agreement”	the share purchase agreement entered into between the Purchaser, the Seller and the Target Company on 7 April 2026 in relation to the Acquisition
“Shareholder(s)”	holder(s) of Share(s)
“Shareholder Loan”	the loan in the amount of US\$148,804,000 (approximately RMB1,045,914,000) provided by the Seller to the Target Company prior to Closing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	HASTEN BIOPHARMACEUTICALS (SG) PTE. LTD., a company duly incorporated and validly existing in accordance with the laws of Singapore
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“Valuation Date”	31 March 2026
“Valuation Report”	the valuation report dated 3 June 2026 prepared by the Valuer in relation to the valuation of the equity value of the Target Company before the Shareholder Loan as of 31 March 2026
“Valuer”	PG Advisory Global Limited, an independent valuer
“US\$” or “USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

References to time and dates in this circular are to Hong Kong time and dates.

In the event of any inconsistency, the English version shall prevail over the Chinese version.

DEFINITIONS

For the purpose of this circular, conversion of US\$ into RMB is based on the exchange rate of US\$1 to RMB7.0288. Such exchange rates are for the purpose of illustration only and do not constitute a representation that any amounts in US\$ or RMB have been, could have been or may be converted at such or any other rate or at all.

LETTER FROM THE BOARD



Executive Directors:

Mr. Yifang Wu (*Chairman*)
Mr. Yongqing Luo
(*Chief executive officer*)
Mr. Ian Ying Woo
(*President, Chief financial officer*)

Non-executive Directors:

Mr. Wei Fu (*Honorary chairman*)
Mr. William Ki Chul Cho
Mr. Xin Sun

Independent Non-executive Directors:

Ms. Hoi Yam Chui
Mr. Yifan Li
Mr. Shidong Jiang

Registered Office:

PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Head Office:

17/F., AIA Financial Center
866 East Changzhi Road
Hongkou District
Shanghai, 200082, China

Principal Place of Business in Hong Kong:

Room 1912, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

3 June 2026

To the Shareholders

Dear Sir/Madam,

**(1) MAJOR AND CONNECTED TRANSACTION
ACQUISITION OF
THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY AND
ASSIGNMENT OF SHAREHOLDER LOAN;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the March Announcement in relation to the Company entering into the Letter of Intent with the Seller in relation to the Acquisition. The Board is pleased to announce that, on 7 April 2026, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Seller and the Target Company, pursuant

LETTER FROM THE BOARD

to which (i) the Purchaser conditionally agreed to acquire, and the Seller conditionally agreed to sell, the Sale Share; and (ii) the Purchaser agreed to take assignment of the Shareholder Loan. The Target Company, a wholly-owned subsidiary of the Seller, holds the asset rights, mainly including Marketing Authorization Holder (MAH) rights, trademark and broad commercial rights for 14 branded chronic disease products across multiple countries and regions in the Asia Pacific region. For the financial year ended 31 December 2025, the Target Company recorded a normalized revenue of US\$82,232,000 (approximately RMB577,992,000) with an EBITDA of US\$27,546,000 (approximately RMB193,615,000).

The purpose of this circular is to provide you with (i) further details of the Acquisition; (ii) financial information on the Group; (iii) the Accountants' Report on the financial information of the Target Company; and (iv) other information as required under the Listing Rules.

2. THE SHARE PURCHASE AGREEMENT

Date

7 April 2026

Parties

- (i) the Seller;
- (ii) the Purchaser; and
- (iii) the Target Company.

Subject matter

Subject to the terms and conditions of the Share Purchase Agreement, at Closing, the Seller shall (i) sell to the Purchaser the Sale Share, and the Purchaser shall purchase such Sale Share from the Seller, together with all rights, dividends, entitlements, advantages attaching thereto on and from the Closing Date; and (ii) assign to the Purchaser, and the Purchaser shall succeed, all its existing rights and obligations in relation of the Shareholder Loan. The Sale Share shall be sold free and clear of any encumbrances except for the Agreed Pledge.

The Agreed Pledge was entered into in relation to a loan granted by the Bank to HASTEN BIOPHARMECEUTICALS LOANCO LIMITED, the sole shareholder of the Seller, prior and unconnected to the Acquisition and did not involve the Company. The release of the Agreed Pledge is a condition precedent to the Acquisition and as at the Latest Practicable Date, the Company understood that the Seller and the Bank were in process of releasing the Agreed Pledge to facilitate the transfer of title over the Sale Share from the Seller to the Purchaser.

LETTER FROM THE BOARD

In addition, subject to the terms and conditions of the Share Purchase Agreement, at Closing, the Seller agrees to assign to the Purchaser, and the Purchaser agrees to succeed, all its existing rights and obligations in relation of the Shareholder Loan (being the rights and obligations as a lender, including the right to receive the repayment of principal amount and accrued interest). As at the Latest Practicable Date, the outstanding principal amount of the Shareholder Loan was US\$148,804,000 (approximately RMB1,045,914,000). Based on the currently applicable terms, the Shareholder Loan is repayable upon demand and the interest rate is 5% per annum. For the avoidance of doubt, the consideration for such Shareholder Loan is fully included in the consideration and no additional payments shall be incurred.

Consideration and payment terms

The aggregate consideration payable by the Purchaser to the Seller under the Share Purchase Agreement is US\$250,000,000 (approximately RMB1,757,200,000), payable in three installments as follows:

- (i) US\$150,000,000 (approximately RMB1,054,320,000), representing 60% of the consideration, payable at Closing, subject to the satisfaction or waiver by the Purchaser of the conditions precedent to Closing;
- (ii) US\$50,000,000 (approximately RMB351,440,000), representing 20% of the consideration (the “**Second Installment**”), which is expected to become due and payable during the first quarter of 2028 (i.e. by no later than 31 March 2028), subject to the satisfaction or waiver by the Purchaser of the conditions precedent to the payment of the Second Installment; and
- (iii) USD50,000,000 (approximately RMB351,440,000), representing 20% of the consideration (the “**Third Installment**”), which is expected to become due and payable during the first quarter of 2029 (i.e. by no later than 31 March 2029), subject to the satisfaction or waiver by the Purchaser of the conditions precedent to the payment of the Third Installment.

The Board considers the deferred payment arrangement to be fair and reasonable and in the interests of the Company and its Shareholders as a whole as splitting the payment of the consideration into interest-free installments provides flexibility for the Group’s cash outflow and support the Group’s investments in ongoing business operations and other commercialization and regulatory activities in the near future. Furthermore, there are conditions precedent linked to each payment installment, which could act as a safeguard for the Company’s benefit.

The Company intends to fund the consideration by internal resources and bank facilities. As set out in the March Announcement, the Company shall pay and has paid the Deposit to the Seller in relation to the Acquisition. Pursuant to the Share Purchase Agreement, the Seller shall fully repay the Deposit to the Company within 10 business days after Closing.

LETTER FROM THE BOARD

Basis of the consideration

The consideration for the Acquisition comprises (i) the acquisition of the Sale Share by the Purchaser; and (ii) the taking of assignment of the Shareholder Loan by the Purchaser pursuant to the Share Purchase Agreement and was agreed between the parties after arm's length negotiations taking into account various factors, including:

- (i) the valuation of the equity value of the Target Company before the Shareholder Loan as of 31 March 2026 of approximately US\$323,000,000 (approximately RMB2,270,302,000) (the “**Appraised Value**”) as assessed by an independent valuer using the market approach, details of which are set out below;
- (ii) the historical financial information of the Target Company; and
- (iii) the reasons for and benefits of the Acquisition as set out in the paragraph headed “Reasons for and Benefits of the Share Purchase Agreement”.

In assessing the consideration, the parties considered the Acquisition as a whole commercial arrangement, which comprises (i) the acquisition of the entire equity interest in the Target Company; and (ii) the Purchaser's assumption of the Shareholder Loan by assignment. As such, the parties considered the consideration of the Acquisition on a combined basis, taking into account both the equity interest of the Target Company and the assumption of the Shareholder Loan by the Purchaser.

The Appraised Value, being a valuation of the equity value of the Target Company before the Shareholder Loan (i.e. not deducting the Shareholder Loan in calculating the equity value of the Shareholder Loan) provided a reasonable reference point as it more accurately reflects the underlying business performance of the Target Company without being affected by how the Target Company was financed (i.e. by equity or by debt). In addition, the Shareholder Loan is a separate contractual receivable owed by the Target Company and will be separately assigned to the Purchaser on a dollar-for-dollar basis and settled at par, without premium or discount. Following Closing, the Purchaser, being the new sole shareholder of the Target Company, will step into the position of the Seller, being the original lender, and assume the rights and obligations in respect of the Shareholder Loan.

Accordingly, the total consideration of US\$250,000,000 reflects the integrated structure and commercial arrangement of the Acquisition, including both the standalone value of the Target Company's equity and the assignment of the Shareholder Loan, ensuring the overall transaction economics are coherent with the Appraised Value and the commercial negotiations between the parties. The Purchaser was able to secure a consideration representing a discount of approximately 22% to the Appraised Value, which it considers to be favourable for the Company and the Shareholders and would enable the Group to maximize the return from the future business operations of the Target Company and offer downside protection to the Purchaser for the potential integration risk.

LETTER FROM THE BOARD

In view of the above, the Directors (including the independent non-executive Directors whose view is set out in the Letter of the Independent Board Committee below) are of the view that the consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole having regard to (i) the Appraised Value as a reference for the standalone equity value of the Target Company; (ii) the dollar-for-dollar assignment of the Shareholder Loan; and (iii) the overall structure and commercial terms of the Acquisition.

Reasons for and Benefits of the Share Purchase Agreement

The Group is a biopharmaceutical company focused on the development, manufacturing and commercialization of transformative pharmaceutical products addressing critical unmet medical needs in Asian markets. As part of its long-term strategy, the Group has been actively evaluating opportunities to acquire pharmaceutical businesses in the Asia Pacific region with attractive market positions, clear growth prospects and the potential to generate stable and sustainable returns that could generate additional revenue synergies with its existing portfolio.

The Target Company mainly holds Marketing Authorization Holder (MAH) rights, trademark and broad commercial rights to 14 branded chronic disease products across multiple countries and regions in the Asia Pacific region, including South Korea, Thailand, Taiwan, Hong Kong, Philippines, Malaysia and Australia and has established a pan-Asia Pacific commercialization platform serving a large and growing chronic disease patient population. There are over 2 billion people in the Group's core Asia Pacific market, with substantial unmet medical needs, particularly in chronic disease management. The Group's pipeline is also strategically focused on chronic disease therapeutic areas, including cardiovascular, kidney and metabolic diseases, which creates strong therapeutic, commercial and operational synergies with the Target Company's portfolio and platform.

Over the past three years, the Group has, through sustained investment and execution, established a leading innovative-drug commercialization platform for chronic diseases in China, as reflected in the strong sales performance of NEFECON[®]. The Group's strategic ambition is to build on this foundation and evolve into a leading innovative-drug commercialization platform across Asia Pacific and, over time, a prominent global biopharmaceutical company. Beyond Chinese Mainland, the Group's commercialized products, including NEFECON[®], VELSIPITY[®] and XERAVA[®], are progressing through NDA approvals and reimbursement processes in authorized Asian markets. The Acquisition would therefore accelerate the commercialization of the Group's existing products in Asian markets, support a faster ramp-up in overseas revenue contribution, and represent an important step in the Group's broader regional expansion strategy.

The Acquisition of the Target Company can accelerate the Company's commercialization in Asia by transforming its emerging regional presence into a scaled, revenue-generating platform. The Company already has a foundation across Hong Kong, Macau, Taiwan, Singapore and Korea, with several innovative products entering a key

LETTER FROM THE BOARD

launch and reimbursement window from 2026 to 2028. The Target Company may expand the Group's Asia Pacific coverage to include Thailand, Malaysia, the Philippines, Australia, and boost coverage in overlapping core markets, with the support of over 120 local team members, established registrations, access capabilities, distributor relationships and a mature cardiovascular/metabolic portfolio. This infrastructure can be leveraged to accelerate launches of NEFECON[®], XERAVA[®], VELSIPITY[®] and future assets by reducing country-by-country build-out time, improving local execution and strengthening physician and payer access. Together, the combined platform can create a repeatable "China innovation to APAC" commercialization engine with greater control, scale and economics.

The Group also believes that the coming years may represent an important window of opportunity for the accelerated penetration of innovative medicines from Chinese Mainland into the Asia Pacific region. Innovative medicines from Chinese Mainland are increasingly competitive in clinical value, affordability and accessibility, which is becoming more closely aligned with the needs of Asia Pacific healthcare systems and patients. At the same time, regulatory pathways, market access frameworks and awareness of innovative therapies across the region continue to improve. In such an environment, long-term success is expected to depend not only on the quality of product assets, but also on the ability to establish localized capabilities across registration, market access, medical affairs and commercialization which would create a competitive advantage for the Group in this growing region. The Acquisition will provide not only an established portfolio of chronic disease products, but also a scalable commercial platform across key Asia Pacific markets. The Target Company has accumulated local market knowledge, commercial infrastructure, regulatory and access experience, distributor relationships and physician networks in the region. These capabilities are expected to support the continued commercialization of the Target Company's existing products and may also provide a foundation for the Group to accelerate the future launch and commercialization of its existing and future innovative medicines in Asia Pacific.

Through the Acquisition, the Group would obtain the Target Company's Asia Pacific platform and its experienced local team of approximately 120 dedicated field forces, enabling the Group to extend into the Asia Pacific region the commercialization capabilities it has already built and validated in China. This would allow the Group to strengthen its regional footprint, accelerate market entry and execution for both existing and future products, and build the infrastructure and local know-how required to support broader overseas expansion over time.

The Acquisition is also expected to strengthen the Group's business profile by adding a portfolio of established branded products with recurring demand, broadening the Group's revenue base and enhancing business diversification across the Asia Pacific region. In the view of the Directors, the Acquisition combines strategic importance with attractive commercial logic: it provides the Group with a ready-built regional platform, deepens its presence in therapeutically aligned markets, and enhances its ability to synergize future growth opportunities in Asia Pacific.

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Accordingly, the Directors are of the view that the Acquisition will complement the Group's existing pipeline and expand the scale and breadth of its business across the Asia Pacific region, thereby supporting the Group's long-term growth and enhancing value for Shareholders. In view of the above, the Directors (including the independent non-executive Directors whose view is set out in the Letter of the Independent Board Committee below) consider that the terms of the Share Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Group, and in the interests of the Company and its Shareholders as a whole.

Valuation

The valuation of the equity value of the Target Company before the Shareholder Loan as of the Valuation Date was conducted by the Valuer. In order to assess the reasonableness and fairness of the Valuation, the Directors have reviewed the qualification, experience and the track record of the Valuer and the Directors are of the view that the Valuer is qualified, experienced and competent in performing the Valuation. The Company confirmed to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Valuer is independent of and not connected to the Company. The Valuer arrived at the valuation of the Appraised Value of approximately US\$323,000,000 (approximately RMB2,270,302,000).

Valuation Methodology

The value analysis methods generally fall into three basic categories: the asset-based approach, the market approach, and the income approach. The following provides a brief introduction to these three value analysis methods:

- (i) The asset-based approach refers to a general term for various valuation methods that first calculate and analyze the replacement cost of assets, then assess and quantify various depreciation factors already affecting those assets and finally deduct these depreciation factors from the replacement cost to arrive at the asset's value. The fundamental premise of the asset-based approach is to reconstruct or replace the asset itself. This analytical technique assumes that any potential investor, when deciding whether to invest in an asset, will not be willing to pay more than the current replacement cost of building that asset. If the investment object is not brand new, the price the investor is willing to pay will be the replacement cost of a brand-new asset minus various depreciation factors. The asset-based approach is a widely used valuation methodology.
- (ii) The market approach refers to a general term for various methods that use the recent transaction prices of similar or comparable assets in the market and, through direct comparison or analogous analysis, calculate the value of an asset. The market approach is an appraisal technique that, based on the principle of substitution, employs comparative and analogical reasoning and methodologies to determine asset value. This analytical approach holds that any rational

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investor, when acquiring an asset, would not be willing to pay more than the current market price of a substitute asset with the same intended use. The market approach is the most straightforward and persuasive valuation method.

- (iii) The income approach refers to a general term for various analytical methods that assess asset value by analyzing the present value of an asset's expected future earnings. The income approach employs capitalization and discounting techniques and methodologies to evaluate and analyze asset value. This valuation technique is based on the premise that any rational investor, when acquiring or investing in an asset, will not be willing to pay or invest more than the amount of money that the acquired or invested asset can generate in the future, in other words, its expected returns. By utilizing technical tools such as investment return analysis and discounted cash flow calculations, the income approach takes the asset's anticipated output capacity and profitability as the key factors for analyzing and determining its value.

Given the characteristics of the Target Company, there are substantial limitations to both the income approach and the cost approach in valuing the Target Company. In particular:

- (i) the income approach requires subjective assumptions to which the valuation is highly sensitive, and even small changes in key inputs (such as discount rates, growth assumptions, or project timing) may lead to significant fluctuations in the valuation outcome;
- (ii) the cost approach is based on the replacement or reproduction cost of the underlying assets, which does not adequately capture the value of the Target Company as going concern; and
- (iii) the Target Company derives significant value from intangible factors such as established operations as well as future earning potential, which are not fully reflected under the cost approach.

In view of the above, the Valuer adopted the market approach for the valuation of the Target Company. The market approach is applied to companies for which sufficient and reliable comparable publicly listed companies can be identified, allowing market-derived indicators to serve as appropriate basis for estimating value.

Given the characteristics of the Target Company, EV/EBITDA was adopted as the primary valuation multiple. EV/EBITDA is widely used in valuing pharmaceutical companies as it reflects the operating performance of the business before the impact of capital structure, taxation and non-cash accounting items. In addition, EBITDA serves as a proxy for the underlying cash generating ability of the Target Company. Compared with net profit-based multiples, EV/EBITDA is less affected by differences in financing arrangements, depreciation policies and tax positions across comparable companies, thereby enhancing comparability.

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The Valuer selected market comparables based on the following selection criteria:

- (i) companies (a) in the pharmaceutical industry under industry category of S&P Capital IQ Tree as extracted from Capital IQ database, and (b) whose products are in relevant therapeutic areas. The screening process explicitly required: (i) S&P Capital IQ classification as “Pharmaceuticals”; (ii) core products covering chronic disease areas such as cardiovascular and diabetes; and (iii) exclusion of companies whose main products do not include hypertension or diabetes drugs;
- (ii) companies with their core business based in greater China and Southeast Asia territories;
- (iii) companies listed in Hong Kong, Taiwan and other Southeast Asia territories. The comparables cover three major stock exchanges, Hong Kong (4 companies), Taiwan (2 companies) and Vietnam (2 companies), reflecting different market pricing for similar pharmaceutical companies; and
- (iv) companies with market capitalizations that are not significantly small in scale.

The comparable companies selected were China Medical System Holdings Limited, Grand Pharmaceutical Group Limited, Luye Pharma Group Ltd., Simcere Pharmaceutical Group Limited, Standard Chemical & Pharmaceutical Co., Ltd., Lotus Pharmaceutical Co., Ltd., DHG Pharmaceutical Joint Stock Company and Imexpharm Corporation. The eight comparable companies comprise four Hong Kong-listed companies that are highly comparable to the Target Company in terms of business model, therapeutic focus, and commercial stage, as well as four Taiwan and Southeast Asian companies that serve as supplementary comparables due to their regional relevance and similar product focus. The eight companies are mature pharmaceutical enterprises with commercialized products, stable operating cash flows and positive EBITDA, which is consistent with the Target Company and represent a reasonable sample size in valuation practice, mitigating idiosyncratic risks associated with any single company.

EV/EBITDA is used for all comparables, which eliminates the effects of capital structure, depreciation policies and tax rates, directly reflecting operating cash flow generation — directly comparable to the Target Company’s cash-generating ability. Key financial indicators of the comparables are within a similar range to those of the Target Company, further supporting comparability. The EV/EBITDA multiples of the comparable companies as of the Valuation Date were approximately 12.8x, 11.5x, 6.4x, 15.6x, 7.3x, 12.2x, 10.0x and 14.6x, respectively. The adopted EV/EBITDA multiple was the median of these multiples, being approximately 11.8x.

Computation of the Appraised Value

The Valuer applied the adopted EV/EBITDA multiple, being 11.8x, to the EBITDA based on the management accounts of the Target Company for the year ended 31 December 2025, being US\$27,546,000 (approximately RMB193,615,000). This resulted in an indicative EV of approximately US\$325,900,000 (approximately RMB2,290,686,000).

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The Valuer then:

- (i) added cash and cash equivalents based on the management accounts of approximately US\$400,000 (approximately RMB2,812,000) on the balance sheet of the Target Company as of 31 December 2025; and
- (ii) applied a discount for lack of marketability (20.1%) and control premium (23.9%) with reference to the Moore Control Premium & Discount for Lack of Marketability Study. Discount for Lack of Marketability Study provides industry-average discounts for lack of marketability based on empirical transaction data, while Control Premium represents the average premium paid for controlling interests in comparable arm's-length transactions.

In calculating the equity value, debt and debt-like items are typically deducted. However, taking into account that the Shareholder Loan will be assigned to the Purchaser on a dollar-to-dollar basis rather than be cancelled or repaid (i.e. the Purchaser will take over the Shareholder Loan as an asset), the Valuer concluded that not deducting the Shareholder Loan in calculating the equity value of the Target Company (i.e. the equity value of the Target Company before Shareholder Loan) would result in an Appraised Value that reflects the full scope of what the Purchaser is acquiring (being both the Sale Share and the assignment of the Shareholder Loan) and therefore better serves as a reference for the determination of consideration.

With the above computation, the Valuer arrived at the Appraised Value of approximately US\$323,000,000 (approximately RMB2,270,302,000). The Directors have reviewed and discussed with the Valuer the details of the Valuation as abovementioned and the Directors (including the independent non-executive Directors whose view is set out in the Letter of the Independent Board Committee below) are of the view that the consideration is fair and reasonable and on normal commercial terms and that the entering into of the Share Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Obligations of the Purchaser to consummate Closing and the transactions contemplated by the Share Purchase Agreement shall be subject to the following conditions precedent being satisfied or waived by the Purchaser, on or prior to Closing:

- (i) *Representation and warranties*: each of the warranties shall have been true, accurate, correct, complete and not misleading in all material respects as of the date of the Share Purchase Agreement and shall be deemed to be repeated as of the Closing Date as if they were made on and as of the Closing Date, except for any of warranties that address matters only as of a particular date other than the date of the Share Purchase Agreement which will have been true, accurate, correct, complete and not misleading in all material respects as of such particular date;

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- (ii) *Performance*: the Seller shall have performed and complied in all material respects with all obligations, covenants and undertakings required to be performed or complied with by it under the transaction documents prior to or at Closing;
- (iii) *Proceedings and documents*: all corporate proceedings in connection with the transaction to be completed at Closing required under the charter documents of each of the Hasten Group, the Target Company, the Purchaser and the Company, including without limitation the resolutions of the board of directors and shareholders (as applicable) and each of the aforementioned parties shall have been completed;
- (iv) *Execution of the transaction documents*: each of the parties to the transaction documents, other than the Purchaser, shall have executed and delivered such transaction documents to the Purchaser;
- (v) *No material adverse change*: there shall not have been or occurred any change, circumstance, condition, event or effect, that, individually or in the aggregate, had or would reasonably be expected to have a material adverse effect on the Target Company;
- (vi) *Regulatory approvals and third-party consents*: the Hasten Group and/or the Target Company shall have timely obtained from each governmental authority or any other person all approvals, waivers and consents, necessary for consummation of the transactions contemplated under the Share Purchase Agreement, as applicable (including the release of the Agreed Pledge by the Bank);
- (vii) *Regulatory approvals and third-party consents by the Purchaser*: the Purchaser and/or the Company shall have obtained the approvals, consents or clearance from the relevant governmental authority, the Stock Exchange and its independent shareholders at a general meeting in respect of the Share Purchase Agreement and the transactions contemplated thereunder;
- (viii) *No governmental action*: none of the governmental authorities or the Stock Exchange shall have promulgated, issued, enacted, enforced or concluded any law or order, decree or judgment that renders illegal or prevents or prohibits the consummation of the transaction contemplated under the Share Purchase Agreement, and no legal proceedings shall have been commenced, accepted or threatened by or before any governmental authority against any of the Target Company or the Seller that renders illegal or prevents or prohibits the consummation of the transaction contemplated under the Share Purchase Agreement or that could result in a material adverse effect;
- (ix) *No litigation*: no action, lawsuit, arbitration, enforcement, freezing or any other similar measure shall have been instituted or, to the knowledge of the Seller and/or the Target Company, threatened against the Seller and/or the Target Company seeking to (i) enjoin, challenge the validity of the transaction

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contemplated by the Share Purchase Agreement or (ii) assert any liability against the Seller and/or the Target Company that could result in a material adverse effect;

- (x) *Audit*: the audit report of the Target Company for the financial year ended 31 December 2025, prepared by an auditor acceptable to the Purchaser, shall not reveal any material adverse variance from the management accounts for such financial year that were made available to the Purchaser during the due diligence;
- (xi) *Key employees*: each key employee shall, as of Closing, be fully dedicated to providing services to the Target Company on a full-time basis, whether pursuant to (i) an employment contract with the Target Company, (ii) a services agreement (if applicable), or (iii) such other arrangement as is satisfactory to the Purchaser; and each key employee shall remain so engaged as of the Closing Date;
- (xii) *Financing out*: the Purchaser shall have obtained, on terms and conditions satisfactory to it, all financing or loan arrangements necessary to enable the Purchaser to pay the consideration in full in accordance with the Share Purchase Agreement, and all relevant financing or loan documents having been duly executed and remaining in full force and effect;
- (xiii) *Transferor intellectual property and regulatory variation*: the Seller shall have prepared and/or submitted, in a manner satisfactory to the Purchaser, all applications to the applicable governmental authorities, in each case in respect of (i) the transfer of registered ownership of or license right in the intellectual property to the Target Company (to record the Target Company as the registered owner or licensee (where applicable)); and (ii) the regulatory variation required for the change of product owner to the Target Company, in respect of the products; and
- (xiv) *Closing certificate*: the Seller shall have executed and delivered to the Purchaser at the Closing a certificate, in form and substance satisfactory to the Purchaser, dated as of Closing stating that the conditions specified in the Share Purchase Agreement have been fulfilled.

As at the Latest Practicable Date, condition (iv) had been satisfied.

In addition to the above, on the condition that Closing shall have taken place, (a) obligations of the Purchaser to pay the Second Installment is, unless otherwise waived in writing by the Purchaser, subject to the fulfilment on or prior to the Second Installment payment date of conditions (i), (ii), (viii) and (xiv), as well as (v) as of 31 December 2027; and (b) obligations of the Purchaser to pay the Third Installment is, unless otherwise waived in writing by the Purchaser, subject to the fulfilment on or prior to the Third Installment payment date of conditions (i), (ii), (viii) and (xiv), as well as (v) as of 31 December 2028. References to Closing under (ii), (viii) and (xiv) shall refer to the date of payment of the Second Installment or the Third Installment (as applicable).

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Save for the conditions set out in (vi) in respect of the release of the Agreed Pledge by the Bank and (vii) above which shall not be waivable, the Purchaser may elect, at its sole discretion, to waive, or defer the satisfaction of any condition precedent to the payment date of the Second Installment or the Third Installment as conditions for such payments. If any condition precedent is deferred to the payment date of the Second Installment but is not satisfied on such date, the Purchaser may elect to waive or further defer the satisfaction of such condition precedent to the payment date of the Third Installment.

Closing

Subject to the conditions precedent as specified in the Share Purchase Agreement having been satisfied or, where applicable, waived in accordance with the Share Purchase Agreement, Closing shall take place remotely via the exchange of electronic documents and signatures no later than 10 business days as from the receipt by the Seller of the Closing notice or such other date mutually agreed by the parties.

Closing deliverables by the Target Company

At the Closing, the Seller shall deliver or cause to be delivered to the Purchaser:

- (i) a written confirmation delivered by the company secretary of the Target Company, listing the documents and articles kept at such company secretary as of the business day immediately preceding the Closing Date;
- (ii) a letter issued by the Target Company to the Purchaser stating the password to the relevant system of the Target Company for access to all books of accounts and financial and tax records of the Target Company for the past five fiscal years, either in electronic forms or hard copies, and a copy of the latest available audited or management accounts of the Target Company, certified as true by a director of the Target Company;
- (iii) a duly executed true copy of the resolutions of the board of directors of the Target Company and the shareholder resolutions of the Target Company, each approving the Share Purchase Agreement and related matters;
- (iv) the original share certificate in respect of the Sale Share issued in the name of the Seller to be cancelled (if applicable);
- (v) the original instruments of transfer with respect to the Sale Share duly executed by the Seller in favour of the Purchaser; and
- (vi) the relevant documents prescribed by the Inland Revenue Authority of Singapore for the purpose of assessing the stamp duty payable on the transfer of the Sale Share.

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Closing Deliverables by the Purchaser

At Closing, the Purchaser shall pay the first installment by wire transfer of immediately available funds to the designated account of the Seller.

Termination

The Purchaser may terminate the Share Purchase Agreement (other than the surviving provisions) by notice to the Seller at any time before Closing if there is (i) any material adverse effect; (ii) a material breach of any Seller fundamental warranty as given on the date of the Share Purchase Agreement; or (iii) any material breach by the Seller of its obligations under the Share Purchase Agreement.

The Seller may terminate the Share Purchase Agreement (other than the surviving provisions) by notice to the Purchaser at any time before Closing if there is (i) a material breach of any Purchaser warranty as given on the date of the Share Purchase Agreement; or (ii) any material breach by the Purchaser of its obligations under the Share Purchase Agreement.

If any of the conditions precedent have not been satisfied (or, where applicable, waived in writing by the relevant party) on or before the Long Stop Date, either party may terminate the Share Purchase Agreement (other than the surviving provisions) by written notice to the other party; provided that the right to terminate the Share Purchase Agreement under the relevant provisions in the Share Purchase Agreement shall not be available to any party whose failure to fulfil any obligation under the Share Purchase Agreement has been the primary cause of, or has resulted in, the failure of any condition precedent to be satisfied on or before the Long Stop Date.

The Seller shall (i) fully repay the principal of the Deposit, together with interest accrued thereon at the rate of 4.8% per annum, to the Company within 10 business days after the termination date, if such termination is due to the reasons solely attributed to the Seller, or (ii) fully repay the principal of the Deposit to the Company within 10 business days after the termination date, if such termination is due to the reasons other than that mentioned in the aforesaid subsection (i).

3. INFORMATION ABOUT THE PARTIES

The Purchaser and the Company

The Purchaser is a company incorporated in Singapore and a wholly-owned subsidiary of the Company. The Company is a biopharmaceutical company focused on developing and commercializing transformative pharmaceutical products that address critical unmet medical needs for patients in Asian markets. The management team of the Company has deep expertise and an extensive track record of high-quality clinical development, regulatory affairs, CMC, business development and operations both in China and with leading global pharmaceutical companies. The Company has built a portfolio of

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ten potentially global first in-class or best-in-class molecules, many of which are in late stage clinical development. The Company's therapeutic areas of interest include oncology, autoimmune disorders, cardio-renal diseases and infectious diseases.

The Seller and the Target Company

The Seller is a company incorporated in the Cayman Islands with limited liability and is principally engaged in investment holding.

The Target Company is a company incorporated in Singapore with limited liability and principally engaged in commercialization of prescription pharmaceutical products with strategic focus on chronic diseases and acute/critical care areas, in particular in the cardiovascular and metabolism segments. The Target Company is wholly owned by the Seller and holds the asset rights, including Marketing Authorization Holder (MAH) rights, trademark and broad commercial rights for 14 branded chronic disease products across multiple countries and regions in the Asia Pacific region. As the Target Company was established by the Seller and was not acquired from a third party, there is no original acquisition cost for the equity interest in the Target Company.

Financial information about the Target Company

The Target Company was incorporated in April 2024 and for the period ended 31 December 2024, the Target Company did not record any revenue, profit before taxation or profit after taxation because the relevant assets of the Target Company were transferred to the Target Company on 1 January 2025. Set out below is the financial information and certain supplementary normalized financial information of the Target Company for the year ended 31 December 2025:

	For the year ended 31 December 2025 US\$'000 (audited)	Supplementary normalized financial information for the year ended 31 December 2025 US\$'000 (unaudited)
Revenue	31,136 ⁽¹⁾	82,232 ⁽²⁾⁽³⁾
Profit before taxation	11,884	11,884
Profit after taxation	9,378	9,378
EBITDA	27,546	27,546

Notes:

1. The audited revenue of the Target Company for the year ended 31 December 2025 under IFRS was US\$31,136,000 due to various business models applied during such year.

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2. The normalized revenue represents sales of the products deducting contract sales organization (CSO) expenses, which is measured based on the business model applied by the Target Company starting from certain points during 2025. This was a transitional arrangement applicable to 2025. As set out in the April Announcement, the relevant assets of the Target Company were transferred to the Target Company on 1 January 2025. Before the Target Company is permitted to independently sell licensed products directly, it is required to replace the counterparty to its distribution agreements with distributors from the Purchaser. Pursuant to a license-back arrangement, the Target Company obtains economic benefits from licensed products from the Seller in the form of royalty income net of transitional service fees, rather than through direct product sales. This business transition was fully completed in the second half of 2025, after which the Target Company began to recognize direct sales revenue. Given that different products in different countries progressed through this transition at different times, there are different points of time in 2025 from which the direct sales model applied varied across products and territories.

3. Normalized revenue of the Target Company, which is not required by, or presented in accordance with the IFRS, is set out as the parties consider this provides a more meaningful and comparable view of the Target Company's underlying operating performance because the same method is expected to be adopted and recognized by IFRS in recording the revenue of the Target Company from 2026 and onwards. Normalized revenue represented the total sales of pharmaceutical products recorded by the Seller and the Target Company during and after transition period. The term normalized revenue is not defined under the IFRS. The use of this non-IFRS measure has limitations as an analytical tool, and Shareholders and potential investors should not consider it in isolation from, or as a substitute for analysis of, the Target Company's financial results as reported under IFRS. The presentation of such an adjusted figure may not be comparable to a similarly titled measure presented by other companies. The table below sets forth the composition of the normalized revenue of the Target Company for the year ended 31 December 2025:

	<i>Note</i>	For the year ended 31 December 2025 USD'000
Sale of pharmaceutical products by the Seller during the transition period	(i)	77,075
Sale of pharmaceutical products by the Target Company after transition period	(ii)	5,157
Normalized revenue		82,232
Royalty ratio %		30.52%
Royalty income recognised by the Target Company	(iii)	25,979
Revenue recognised by Target Company under IFRS		31,136

- (i) Prior to being able to sale of products under the licensed intellectual property on its own, the Target Company shall change the engagement party of the distribution arrangements with distributors and product supply agreements with contract manufacturing organization (CMO) of the products. As such, the sale pharmaceutical products measured by selling price to distributors net of CSO service fee had been recognised by the Seller before completing such transition by the Target Company.

- (ii) Upon completing the transition, the Target Company was able to recognise the sale of pharmaceutical products measured by selling price to distributors net of CSO service fee.

- (iii) The Seller shall pay to the Target Company a royalty on sale of pharmaceutical products by the Seller after net off any transaction service fee during such transition period.

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4. The differences in profit before taxation, profit after taxation and EBITDA as set out in the April Announcement and this circular are because at the time of initial financial closing, the Target Company recognized accruals for logistics costs and distributors' service charges. Such provisions were estimated using the information and circumstances available at that date, and were determined based on the unconfirmed 2025 market sales performance. Prior to the date of the audit report, the management of the Target Company obtained supplementary information on the final actual sales volume. Accordingly, late adjustments were made and reflected in the audited financial statements.

The total assets and net assets of the Target Company as at 31 December 2025 were US\$163,432,000 (approximately RMB1,148,731,000) and US\$9,378,000 (approximately RMB65,916,000), respectively. Upon Closing, the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the Group's financial statements.

4. FINANCIAL EFFECTS OF THE ACQUISITION OF THE TARGET COMPANY

Assets and liabilities

According to the annual report of the Company for the year ended 31 December 2025, the audited consolidated total assets of the Group as at 31 December 2024 and 31 December 2025 were approximately RMB4,958.8 million and RMB6,835.0 million, respectively, and the audited consolidated total liabilities of the Group as at 31 December 2024 and 31 December 2025 were approximately RMB886.1 million and RMB1,531.2 million, respectively. For illustrative purposes, based on the unaudited pro forma financial information of the Enlarged Group as set out in Appendix IV to this circular, assuming the Acquisition had been completed as at 31 December 2025, the Group's total assets would increase by approximately RMB1,780.5 million and the Group's total liabilities would increase by approximately RMB1,785.9 million.

Earnings

Upon Closing, the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the Group's financial statements. As set out in the Accountants' Report in Appendix II to this circular, the Target Company recorded a profit before taxation of approximately US\$11.9 million and profit after taxation of approximately US\$9.4 million for the year ended 31 December 2025. The Board believes that the Acquisition will complement the Group's existing pipeline and expand the scale and breadth of its business across the Asia Pacific region and will improve profitability of the Company in the future.

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5. WAIVER FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER RULES 14.66(10), 14A.70(13) AND PARAGRAPH 43(2)(C) OF APPENDIX D1B TO THE LISTING RULES

The Company has applied to the Stock Exchange, and the Stock Exchange has granted the Company, a waiver from strict compliance with Rules 14.66(10), 14A.70(13) and paragraph 43(2)(c) of Appendix 1B to the Listing Rules to redact certain information in the Share Purchase Agreement to be published for online display based upon the following rationale. Such redacted information:

- (i) has either actual or potential independent economic value by virtue of not being generally known by the public, and has value to others who cannot legitimately obtain such information (for instance, to competitors with a drug candidate of similar nature);
- (ii) is critical to the Company's competitive positioning and if made public, would negatively impact the Company and Hasten Group in conducting future negotiations with other potential business partners because such potential business partners could use the disclosed economics to negotiate against the Company and/or Hasten Group (as the case may be) and put the Company and/or Hasten (as the case may be) in a difficult situation to negotiate for terms that are more commercially favorable to the Company and/or Hasten (as the case may be); or
- (iii) if made public, may reveal the business strategy that is being formulated and analysed by market competitors and reveal the best potential market identified by them. As a result, the competitors of the Company and Hasten Group could utilise such data to unfairly compete with the Company and Hasten Group and harm the Company's and Hasten Group's prospects of commercial success in respect of the products, thereby adversely affecting potential income stream of the Company.

The information proposed to be redacted does not materially affect the ability of Shareholders and potential investors to assess the Company's performance. The information which has been disclosed in the March Announcement, the April Announcement and the circular provide sufficient insight into the transaction and in addition, Shareholders and potential investors are provided with the opportunity to attend and vote at the EGM, which will also provide a platform for them to engage discussions, and directly ask the Company any questions they may have, regarding the transactions contemplated under the Share Purchase Agreement. Aside from the foregoing rationale, the table below sets forth the terms reference with which certain information is redacted from the Share Purchase Agreement and the respective key rationale for redaction.

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Reference in the Share Purchase Agreement

Rationale

Appendix 14.1(b) Intellectual Property of Schedule 2

Highly sensitive commercial information

The redacted portions pertain to the intellectual property license-back arrangement with Celltrion Asia Pacific Pte. Ltd. (“**Celltrion**”). Disclosure of the information in this section will expose the arrangement regarding the intellectual property license-back and the strategy of the parties, and revealing such information without the consent of Celltrion is likely to cause material adverse changes to the business activities of Celltrion and may in particular lead to disruptions of the commercial and operational activities currently undertaken by the Company, the outcome of which is difficult to measure and remedy. In addition, the information in this section is related to an existing transaction between Hasten Group and Celltrion which was entered into prior to the Share Purchase Agreement and does not relate to the material terms of the Share Purchase Agreement.

Appendix 15.1 Product List of Schedule 2

Highly sensitive commercial information

The redacted portions pertain to the specific SKU (stock keeping unit) details (including formulation or strength) of the products the parties have in each specific territory, which are highly sensitive to and not publicly available to the market competitors.

Disclosure of such information would expose the full SKU roadmap (i.e. what brands of products the parties have in each territory) of the products and potential development strategies of the Company and Hasten Group and as a result, the competitors of the Company and Hasten Group could utilise such data to unfairly compete with the Company and Hasten Group and harm the Company’s and Hasten Group’s prospects of commercial success. More specifically, (i) revealing the names and territories of the products can signal how the Company positions its product offerings against those in the market; (ii) such information can provide insights into pricing strategies, marketing approaches and product features that are in the market, which may affect (directly or indirectly) the Company’s sales and market shares; and (iii) specifying the competing products by the Company would create a clear roadmap for competitors to develop counter-strategies or enhance their products, thereby cause competitive harm to the Company.

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Reference in the Share Purchase Agreement

Rationale

Limited value by way of disclosure

The disclosure of the redacted portions provides limited value to Shareholders given such portions are not material elements underpinning the transactions contemplated under the Share Purchase Agreement.

Appendix 16.2 Business Product Registration and Third-Party Product Registration of Schedule 2

Highly sensitive commercial information

The redacted portions pertain to the specific SKU details (including formulation or strength, MA number, MA Expiration Date and Current Local MA Holder) of the products in each specific territory, which are highly sensitive to and not publicly available to the market competitors.

Disclosure of such information would expose the full SKU roadmap (i.e. what brands of products the parties have in each territory) of the products and potential development strategies of the Company and Hasten Group and as a result, the competitors of the Company and Hasten Group could utilise such data to unfairly compete with the Company and Hasten Group and harm the Company's and Hasten Group's prospects of commercial success. More specifically, (i) revealing the names and territories of the Products can signal how the Company positions its product offerings against those in the market; (ii) such information can provide insights into pricing strategies, marketing approaches and product features that are in the market, which may affect (directly or indirectly) the Company's sales and market shares; and (iii) specifying the competing products by the Company would create a clear roadmap for competitors to develop counter-strategies or enhance their products, thereby cause competitive harm to the Company.

Limited value by way of disclosure

The disclosure of the redacted portions provides limited value to Shareholders given such portions are not material elements underpinning the transactions contemplated under the Share Purchase Agreement.

* *SKU refers to a distinct, non-interchangeable identifier assigned by a company to a specific product, and typically includes unique information about the product variant, such as its formulation/strength, packaging size, and market territory.*

6. GENERAL**Independent Board Committee and Independent Financial Adviser**

The Independent Board Committee, comprising Ms. Hoi Yam Chui, Mr. Yifan Li and Mr. Shidong Jiang, all being the independent non-executive Directors, has been formed to advise the Independent Shareholders as to the fairness and reasonableness of the terms of the Share Purchase Agreement. WRise Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Listing Rules Implications

As at the Latest Practicable Date, Mr. Wei Fu and the CBC Group were substantial shareholders of the Company. C-Bridge Healthcare Fund V, L.P. (being a fund with a wide investor base of more than 140 investors as at the Latest Practicable Date) indirectly held a 54.07% interest in the Seller, while C-Bridge Healthcare Fund V, L.P.'s general partner is indirectly controlled by Mr. Wei Fu, and thus the Seller is an associate of Mr. Wei Fu and CBC Group. Accordingly, the Seller is a connected person of the Company and the transactions contemplated under the Share Purchase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 25%, but all are less than 100%, the Acquisition constitutes a major and connected transaction of the Company and is therefore subject to the reporting, announcement and independent shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

Mr. Wei Fu, a non-executive Director who has a material interest in the Acquisition, abstained from voting on the resolutions of the Board relating to the Acquisition. Save as disclosed above, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, no other Directors have a material interest in the Acquisition or were required to abstain from voting on the resolutions of the Board approving the transactions thereunder.

As each of Mr. Wei Fu and CBC Group has a material interest in the Acquisition, Mr. Wei Fu, CBC Group and their associates shall abstain from voting on the resolution approving the Acquisition at the EGM. As at the Latest Practicable Date, Everest Management Holding Co., Ltd. held 21,683,167 Shares (representing approximately 6.13% of the total issued share capital of the Company), C-Bridge IV Investment Two Limited held 22,732,260 Shares (representing approximately 6.42% of the total issued share capital of the Company), C-Bridge Investment Everest Limited held 40,468,000 Shares (representing approximately 11.44% of the total issued share capital of the Company) and other corporations held 2,459,500 Shares in total (representing approximately 0.70% of the total issued share capital of the Company). Each of Everest Management Holding Co., Ltd., C-Bridge IV Investment Two Limited and C-Bridge Investment Everest Limited is indirectly controlled by Nova Aqua Limited, which is in turn held by Vistra Trust (Singapore) Ptd. Limited as a trustee for a trust established by

LETTER FROM THE BOARD

Mr. Wei Fu for the benefit of himself and his family. Save as disclosed above and to the best knowledge of the Directors, as at the Latest Practicable Date, no other Shareholder has a material interest in or is otherwise interested in or involved in the Acquisition, and therefore, no other Shareholder is required to abstain from voting on resolutions in relation to these matters at the EGM.

7. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the Company's general meetings. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.everestmedicines.com). To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at Computershare at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time assigned for holding the EGM or any adjournment thereof (as the case may be).

For the EGM to be convened on Wednesday, 17 June 2026 at 9:30 a.m., the deadline to submit completed proxy forms is Monday, 15 June 2026 at 9:30 a.m. Completion and return of the form of proxy will not preclude any member of the Company from attending and voting at the EGM through the Online Platform or any adjournment or postponement thereof, if such member so wishes and in such event, the form of proxy will be deemed to be revoked.

Shareholders are advised to read the "Guidance for the EGM" carefully prior to attending the EGM.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors whose views on the Share Purchase Agreement and the transactions contemplated thereunder are set out in the Letter from the Independent Board Committee below) consider that the Share Purchase Agreement, and the transactions contemplated thereunder are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Everest Medicines Limited
Yifang Wu
Chairman and Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



3 June 2026

To the Independent Shareholders

Dear Sir or Madam,

We have been appointed as the Independent Board Committee to advise Independent Shareholders in connection with the Acquisition (namely, the Share Purchase Agreement and the transactions contemplated thereunder), details of which are set out in the circular of the Company to the Shareholders dated 3 June 2026 (the “**Circular**”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the advice of WRise Capital Limited, the independent financial adviser of the Company in relation to the Share Purchase Agreement, we are of the view that the terms of the Share Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group, and in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Share Purchase Agreement and the transactions contemplated thereunder.

Yours faithfully,

Ms. Hoi Yam Chui
*Independent non-executive
Director*

Mr. Yifan Li
*Independent non-executive
Director*

Mr. Shidong Jiang
*Independent non-executive
Director*

LETTER FROM WRISE CAPITAL LIMITED

The following is the full text of a letter of advice from WRise Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Share Purchase Agreement and the transactions contemplated thereunder, which has been prepared for the purpose of incorporation in this circular.



3 June 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

MAJOR AND CONNECTED TRANSACTION ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE TARGET COMPANY AND ASSIGNMENT OF SHAREHOLDER LOAN

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular issued by the Company to the Shareholders dated 3 June 2026 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

On 7 April 2026, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Seller and the Target Company, pursuant to which (i) the Purchaser conditionally agreed to acquire, and the Seller conditionally agreed to sell, the Sale Share; and (ii) the Purchaser agreed to take assignment of the Shareholder Loan.

As at the Latest Practicable Date, Mr. Wei Fu and the CBC Group were substantial shareholders of the Company. C-Bridge Healthcare Fund V, L.P. (being a fund with a wide investor base of more than 140 investors as at the Latest Practicable Date) indirectly held a 54.07% interest in the Seller, while C-Bridge Healthcare Fund V, L.P.’s general partner is indirectly controlled by Mr. Wei Fu, and thus the Seller is an associate of Mr. Wei Fu and CBC Group. Accordingly, the Seller is a connected person of the Company and the transactions contemplated under the Share Purchase Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

LETTER FROM WRISE CAPITAL LIMITED

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 25%, but all are less than 100%, the Acquisition constitutes a major and connected transaction of the Company and is therefore subject to the reporting, announcement and independent shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

The Independent Board Committee comprises Ms. Hoi Yam Chui, Mr. Yifan Li and Mr. Shidong Jiang, all being independent non-executive Directors. It has been established to advise the Independent Shareholders on whether the Share Purchase Agreement is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole, and advise the Independent Shareholders as to voting. We, WRise Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

OUR INDEPENDENCE

We are not associated with the Company, its directors, subsidiaries, associates, substantial shareholders or any of their respective associates; nor are we associated with the Seller or their respective close associates, associates or core connected persons (all as defined under the Listing Rules). Apart from acting as the Independent Financial Adviser in respect of the current transaction, we have also acted as an independent financial adviser to provide advice to the independent board committee and the then independent shareholders of the Company in three occasions during the two years prior to the date hereof, details of which are set out in the circulars of the Company dated 5 June 2024, 4 June 2025 and 4 February 2026, respectively. Apart from normal professional fees paid or payable to us in connection with such appointments as the independent financial adviser, no arrangements exist whereby we had received any fees or benefits from the Company. As at the Latest Practicable Date, we did not have any relationships or interests with the Company that could reasonably be regarded as hindrance to our independence. Accordingly, we are considered to be eligible to give independent advice in respect of the Share Purchase Agreement.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the management of the Group; (iii) the opinions expressed by and the representations of the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all material respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the Latest Practicable Date and all such statements of belief, opinions and intentions of the Directors and the management of the Group and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of such information and representations provided to us by the Directors and the management of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided, opinion expressed, representations made to

LETTER FROM WRISE CAPITAL LIMITED

us or referred to in the Circular and that all information provided, opinion expressed or representations made, to us by the Directors and the management of the Group are true, accurate, complete and not misleading in all material respects at the time they were made and continued to be so until the date of the Circular.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the management of the Group, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of any member of the Group or any of their respective subsidiaries and associates.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation with regard to the Share Purchase Agreement, we have taken into account the principal factors and reasons set out below:

1. Information of the Group

The Group is a biopharmaceutical company focused on developing and commercializing transformative pharmaceutical products that address critical unmet medical needs for patients in Asian markets. The management team of the Company has deep expertise and an extensive track record of high-quality clinical development, regulatory affairs, chemistry, manufacturing and controls process in pharmaceutical products (CMC) business development and operations both in China and with leading global pharmaceutical companies. The Company has built a portfolio of ten potentially global first-in-class or best-in-class molecules, many of which are in late stage clinical development. The Company's therapeutic areas of interest include oncology, autoimmune disorders, cardio-renal diseases and infectious diseases.

LETTER FROM WRISE CAPITAL LIMITED

Set out below is a summary of the consolidated financial information of the Group for the two years ended 31 December 2025 as extracted from the Company's annual result for the year ended 31 December 2025 (the "2025AR").

	For the year ended 31 December 2025 (audited) RMB million	For the year ended 31 December 2024 (audited) RMB million	Change from FY2024 to FY2025 %
Revenue	1,706.7	706.7	141.5
Gross profit	1,181.9	526.9	124.3
Loss for the year	(297.8)	(1,041.4)	(71.4)

The revenue of the Group of approximately RMB1,706.7 million for the year ended 31 December 2025 ("FY2025") increased significantly by approximately RMB1,000.0 million or 141.5% when compared to that of the year ended 31 December 2024 ("FY2024"). The substantial growth in revenue was primarily attributable to the continued commercial ramp-up of NEFECON® in the commercialized markets. In addition, the loss of the Group of approximately RMB297.8 million for FY2025 decreased by approximately RMB743.6 or 71.4% as compared to the loss of approximately RMB1,041.4 million for FY2024. Such a sharp narrowing of losses in financial results was mainly attributable to (i) strong product revenue growth; (ii) improved operational efficiency; (iii) recognition of deferred tax assets in respect of cumulative tax losses incurred in Singapore; (iv) impairment losses arising from intangible assets of approximately RMB312.3 million in relation to Zetomipzomib, SPR206 and FGF401 intangibles, compared with impairment losses of approximately RMB356.3 million for mRNA COVID-19 vaccines in 2024.

Set out below is a summary of the consolidated statement of financial position of the Group as at 31 December 2024 and 31 December 2025 as extracted from the 2025AR.

	As at 31 December 2025 (audited) RMB million	As at 31 December 2024 (audited) RMB million	Change from FY2024 to FY2025 %
Total assets	6,835.0	4,958.8	37.8
Total liabilities	1,531.2	886.1	72.8
Net assets	5,303.8	4,072.8	30.2

LETTER FROM WRISE CAPITAL LIMITED

The Group's total assets stood at approximately RMB6,835.0 million as at 31 December 2025, compared with RMB4,958.8 million as at 31 December 2024, representing a 37.8% year-on-year increase. Key components of the total assets as at 31 December 2025 included cash and cash equivalents of approximately RMB1,844.4 million, bank deposits of approximately RMB887.1 million, and intangible assets of approximately RMB2,090.9 million. The main drivers of the total assets growth were: (i) a significant increase in cash and cash equivalents of approximately RMB959.9 million; and (ii) an increase in deferred tax assets of approximately RMB300.0 million during FY2025.

The Group's total liabilities amounted to approximately RMB1,531.2 million as at 31 December 2025, compared to approximately RMB886.1 million as at 31 December 2024, representing 72.8% year-on-year increase. Major components of the total liabilities as at 31 December 2025 comprised trade and other payables of approximately RMB595.7 million, and total borrowings of approximately RMB866.6 million. As advised by the Company, the year-on-year increase in total liabilities were primarily due to two key factors: (i) trade and other payables increased by approximately RMB291.2 million from approximately RMB304.6 million as at 31 December 2024 to RMB595.7 million as at 31 December 2025, mainly attributable to the growth in trade payables and payables for service suppliers; and (ii) total borrowings rose by approximately RMB366.9 million from approximately RMB499.7 million as at 31 December 2024 to RMB866.6 million as at 31 December 2025, primarily driven by an increase in bank loans in the FY2025.

2. Information of the Target Company

With reference to the Letter from the Board, the Target Company is principally engaged in commercialization of prescription pharmaceutical products with strategic focus on chronic diseases and acute/critical care areas, in particular within the cardiovascular segment and metabolism segment (primarily focused on diabetes products). The Target Company holds the asset rights, including Marketing Authorization Holder (MAH) rights, trademark and broad commercial rights for 14 branded chronic disease products across multiple countries and regions in the Asia Pacific region. The revenue from cardiovascular segment and metabolism segment accounted for approximately 60% and 36% of the Target Company's total revenue for FY2025 respectively.

The Target Company was incorporated in April 2024 and for the period ended 31 December 2024, the Target Company did not record any revenue, profit before taxation or profit after taxation because the relevant assets of the Target Company was transferred by the Seller to the Target Company on 1 January 2025; and the Target Company's net assets as at 31 December 2024 was minimal.

LETTER FROM WRISE CAPITAL LIMITED

Financial performance

Set out below is a summary of the financial information and certain supplementary normalized financial information of the Target Company for the year ended 31 December 2025 as extracted from the Letter from the Board:

	For the year ended 31 December 2025	Supplementary normalized financial information for the year ended 31 December 2025
	<i>US\$'000 (audited)</i>	<i>US\$'000 (unaudited)</i>
Revenue	31,136 ⁽¹⁾	82,232 ⁽²⁾
Profit before taxation	11,884	11,884
Profit after taxation	9,378	9,378
EBITDA	27,546	27,546

Notes:

1. The audited revenue of the Target Company for the year ended 31 December 2025 under IFRS was US\$31,136,000 due to various business model applied during such year.
2. The normalized revenue represents sales of the products deducting by contract sales organization (CSO) expenses, which is measured based on the business model applied by the Target Company starting from certain points during 2025. From 2026 and onwards, revenue under IFRS is expected to be recognized under this method. Details of the normalized revenue are set out in the Letter from the Board.
3. The differences in profit before taxation, profit after taxation and EBITDA as set out in the April Announcement and the Circular are because at the time of initial financial closing, the Target Company recognized accruals for logistics costs and distributors' service charges. Such provisions were estimated using the information and circumstances available at that date, and were determined based on the unconfirmed 2025 market sales performance. Prior to the date of the audit report, the management of the Target Company obtained supplementary information on the final actual sales volume. Accordingly, late adjustments were made and reflected in the audited financial statements.

According to the Accountants' Report on the Target Company as set out in the Appendix II, for FY2025, the Target Company recorded revenue of approximately US\$31,136,000, comprised royalty income of approximately US\$25,979,000 and product sales of US\$5,157,000. With reference to the Management Discussion and Analysis on the Target Company in Appendix III, the Target Company entered into asset transfer agreement ("ATA") with the Seller for the transfer of assets (consisting of patents, patent applications, trademarks, service marks, trade names, service names, brand names, logos, domain names, copyrights, copyright registrations and applications in relation to certain products) to the Target Company. From the transfer effective date until the time the Target Company directly engages with or issues/receives invoices to/from the relevant contract manufacturing organization (CMO)/contract sales organization (CSO) (the

“**Grant-back License Period**”), the Target Company granted the Seller a license to use the rights and interests in the acquired assets. In consideration, the Seller paid a royalty (approximately 30.5% of the revenue recognized by the Seller), net of transitional service fees. During the Grant-back License Period, the Seller provided transitional services (including legal, finance, tax, and human resources support) to the Target Company, which should be incurred by the Target Company. Accordingly, as advised by the Directors, the normalized revenue (represents sales of the products deducting by CSO expenses) of the Target Company for FY2025 would amount to approximately US\$82,232,000 and from 2026 onwards, revenue is expected to be recognized under this method. The Target Company recorded an EBITDA of approximately US\$27,546,000 and profit after taxation of approximately US\$9,378,000. Detailed financial information of the Target Company are set out in Appendix II and III to the Circular.

Financial position

As at 31 December 2025, the Target Company’s total assets were approximately US\$163,432,000, primarily comprised intangible assets (net) of approximately US\$148,791,000 relating to the aforesaid acquired assets, inventory of approximately US\$9,515,000 and trade receivables (net) of approximately US\$4,174,000.

Total liabilities as at 31 December 2025 were approximately US\$154,054,000, mainly comprising amount due to a related party of approximately US\$148,804,000, which was the Shareholder Loan (interest at a simple rate of 5% per annum), trade and other payables of approximately US\$2,744,000 and profit tax payable of approximately US\$1,660,000. The Target Company’s net assets amounted to approximately US\$9,378,000 as at 31 December 2025.

Gearing ratio is calculated using interest-bearing borrowings less bank balances and cash, divided by total equity and multiplied by 100%. As at 31 December 2025, excluding interest-bearing long-term amount due to a related party, the Target Company would be in a net cash position, and the gearing ratio would not be applicable. However, the Target Company’s reported gearing was 1,582%, primarily attributable to the amount due to a related party.

Detailed analysis on the Target Company’s financial information is set out in Appendix III to the Circular.

3. Reasons for and benefits of the Acquisition

The Group is a biopharmaceutical company focused on the development, manufacturing and commercialization of transformative pharmaceutical products and vaccines addressing critical unmet medical needs in Asian markets. As part of its long-term strategy, the Group has been actively evaluating opportunities to acquire pharmaceutical businesses in the Asia-Pacific region with attractive market positions, clear growth prospects and the potential to generate stable and sustainable returns that could generate additional revenue synergies with its existing portfolio.

LETTER FROM WRISE CAPITAL LIMITED

The Target Company mainly holds Marketing Authorization Holder (MAH) rights, trademark and broad commercial rights to 14 branded chronic disease products across multiple countries and regions in the Asia-Pacific region, including South Korea, Thailand, Taiwan, Hong Kong, Singapore, Philippines, Malaysia and Australia and has established a pan-Asia Pacific commercialization platform serving a large and growing chronic disease patient population. There are over 2 billion people in the Group's core Asia-Pacific market, with substantial unmet medical needs, particularly in chronic disease management. The Group's pipeline is also strategically focused on chronic disease therapeutic areas, including cardiovascular, kidney and metabolic diseases, which creates strong therapeutic, commercial and operational synergies with the Target Company's portfolio and platform.

Over the past three years, the Group has, through sustained investment and execution, established a leading innovative-drug commercialization platform for chronic diseases in China, as reflected in the strong sales performance of NEFECON[®]. The Group's strategic ambition is to build on this foundation and evolve into a leading innovative-drug commercialization platform across Asia-Pacific and, over time, a prominent global biopharmaceutical company. Beyond Chinese Mainland, the Group's commercialized products, including NEFECON[®], VELSIPITY[®] and XERAVA[®], are progressing through NDA approvals and reimbursement processes in authorized Asian markets. The Acquisition would therefore accelerate the commercialization of the Group's existing products in Asian markets, support a faster ramp-up in overseas revenue contribution, and represent an important step in the Group's broader regional expansion strategy.

The Group also believes that the coming years may represent an important window of opportunity for the accelerated penetration of innovative medicines from Chinese Mainland into the Asia-Pacific region. Innovative medicines from Chinese Mainland are increasingly competitive in clinical value, affordability and accessibility, which is becoming more closely aligned with the needs of Asia-Pacific healthcare systems and patients. At the same time, regulatory pathways, market access frameworks and awareness of innovative therapies across the region continue to improve. In such an environment, long-term success is expected to depend not only on the quality of product assets, but also on the ability to establish localized capabilities across registration, market access, medical affairs and commercialization which would create a competitive advantage for the Group in this growing region. The Acquisition will provide not only an established portfolio of chronic disease products, but also a scalable commercial platform across key Asia Pacific markets. The Target Company has accumulated local market knowledge, commercial infrastructure, regulatory and access experience, distributor relationships and physician networks in the region. These capabilities are expected to support the continued commercialization of the Target Company's existing products and may also provide a foundation for the Group to accelerate the future launch and commercialization of its existing and future innovative medicines in Asia Pacific.

LETTER FROM WRISE CAPITAL LIMITED

Through the Acquisition, the Group would obtain the Target Company's Asia-Pacific platform and its experienced local team of approximately 120 dedicated field force, enabling the Group to extend into the Asia-Pacific region the commercialization capabilities it has already built and validated in China. This would allow the Group to strengthen its regional footprint, accelerate market entry and execution for both existing and future products, and build the infrastructure and local know-how required to support broader overseas expansion over time.

The Acquisition is also expected to strengthen the Group's business profile by adding a portfolio of established branded products with recurring demand, broadening the Group's revenue base and enhancing business diversification across the Asia Pacific region. In the view of the Directors, the Acquisition combines strategic importance with attractive commercial logic: it provides the Group with a ready-built regional platform, deepens its presence in therapeutically aligned markets, and enhances its ability to synergize future growth opportunities in Asia Pacific.

Based on the fact sheet (latest update on 25 September 2025) published by World Health Organization (“WHO”), noncommunicable diseases (“NCDs”, also known as chronic disease) killed at least 43 million people in 2021. The main types of NCDs are cardiovascular diseases, cancers, chronic respiratory diseases and diabetes. Approximately 18 million people died from an NCD before age 70 years in 2021. Of all NCD deaths, 73% were in low- and middle-income countries. Cardiovascular diseases account for most NCD deaths, or at least 19 million deaths in 2021. According to another fact sheet (latest update on 14 November 2024) published by WHO, the number of people living with diabetes rose to 830 million in 2022, with prevalence rising more rapidly in low- and middle-income countries than in high-income countries. More than half of people living with diabetes did not take medication for their diabetes in 2022. Diabetes treatment coverage was lowest in low- and middle-income countries.

We also note from the research report published by Fortune Business Insights (latest update on 11 May 2026) (an India based market research consulting company with over 150 analysts serving clients in various industries, based on the website of Fortune Business Insights) that the global cardiovascular drugs market size was valued at US\$61.58 billion in 2025, and the market is projected to grow from US\$63.97 billion in 2026 to US\$86.85 billion by 2034, exhibiting a CAGR of 3.90% during the forecast period (2026–2034). Asia Pacific accounted for US\$11.81 billion in 2025 (representing 19.17% of the global market share), is projected to reach US\$12.6 billion in 2026, and is expected to witness the highest growth in the market value, driven by increasing disposable incomes, greater awareness of cardiovascular diseases, rising prevalence of cardiovascular diseases from the key countries in the region and cardiovascular diseases being the leading cause of mortality in the region.

LETTER FROM WRISE CAPITAL LIMITED

As further noted from another research report published by Fortune Business Insights (latest update on 11 May 2026), the global diabetes drugs market size was valued at US\$101.48 billion in 2025 and is projected to grow from US\$116.11 billion in 2026 to US\$283.36 billion by 2034, registering a CAGR of 11.80% over the forecast period. According to the latest data provided by the International Diabetes Federation (IDF), 537 million adults aged 20–79 years were diagnosed with diabetes in 2021. This number is estimated to reach 643 million by 2030 and 783 million by 2045. The Asia Pacific region captured approximately 17.99% of the global market in 2025 (generating US\$18.25 billion in revenue), is projected to reach US\$21.11 billion in 2026, and is an emerging market driven by growing diabetes incidence and increasing demand for diabetes care. For instance, in 2021, the data provided by the IDF stated that 90 million South-East Asian individuals aged 20–79 years suffered from diabetes in 2021, a number projected to reach 113 million by 2030 and 151 million by 2045.

Based on the foregoing data, we consider the prospects of the global cardiovascular and diabetes drugs markets to be generally positive. The global burden of NCDs remains substantial, with cardiovascular diseases and diabetes being two of the leading causes of mortality and morbidity worldwide. The prevalence of these diseases was rising more rapidly in low- and middle-income countries, which already accounted for approximately 73% of all NCD deaths, while treatment coverage remains disproportionately low in these regions, creating significant unmet medical need and market expansion potential.

In particular, the Asia Pacific region is poised to witness the highest growth in both therapeutic areas, driven by increasing disease prevalence, rising disposable incomes, and growing awareness of chronic disease management. This favorable regional dynamic aligns with the Target Company's core geographic footprint, which encompasses both fast-growing low- and middle-income countries (e.g., Thailand, Philippines, Malaysia and other Southeast Asian countries) and high-income economies (e.g., Taiwan, Hong Kong). These markets are experiencing accelerating demand for cardiovascular and diabetes medications, positioning the Target Company to capture a share of this expanding addressable market.

Having considered the above, coupled with the positive industry prospects and financial performance of the Target Company as discussed above, we concur with the Directors that the Acquisition is in the interests of the Company and its Shareholders as a whole.

4. Principal Terms of the Share Purchase Agreement

On 7 April 2026, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Seller and the Target Company, pursuant to which (i) the Purchaser conditionally agreed to acquire, and the Seller conditionally agreed to sell, the Sale Share; and (ii) the Purchaser agreed to take assignment of the Shareholder Loan. Details of the principal terms of the Sale and Purchase Agreement are set out in the Letter of the Board.

LETTER FROM WRISE CAPITAL LIMITED

Consideration and payment terms

The aggregate consideration payable by the Purchaser to the Seller under the Share Purchase Agreement is US\$250,000,000 (approximately RMB1,757,200,000) (the “**Consideration**”), payable in three installments as follows:

- (i) US\$150,000,000 (approximately RMB1,054,320,000), representing 60% of the consideration, payable at Closing, subject to the satisfaction or waiver by the Purchaser of the conditions precedent to Closing;
- (ii) US\$50,000,000 (approximately RMB351,440,000), representing 20% of the consideration (the “**Second Installment**”) which is expected to become due and payable during the first quarter of 2028 (i.e. by no later than 31 March 2028), subject to the satisfaction or waiver by the Purchaser of the conditions precedents to the payment of the Second Installment; and
- (iii) US\$50,000,000 (approximately RMB351,440,000), representing 20% of the consideration (the “**Third Installment**”), which shall become due and payable during the first quarter of 2029 (i.e. by no later than 31 March 2029), subject to the satisfaction or waiver by the Purchaser of the conditions precedents to the payment of the Third Installment.

With reference to the Letter from the Board, the Company intends to fund the consideration by internal resources and bank facilities. As set out in the March Announcement, the Company has paid the Deposit to the Seller in relation to the Acquisition. Pursuant to the Share Purchase Agreement, the Seller shall fully repay the Deposit to the Company within 10 business days after the Closing.

Subject to the terms and conditions of the Share Purchase Agreement, at Closing, the Seller agrees to assign to the Purchaser, and the Purchaser agrees to succeed, all its existing rights and obligations in relation of the Shareholder Loan. As at the Latest Practicable Date, the outstanding principal amount of the Shareholder Loan was US\$148,804,000 (approximately RMB1,045,914,000). Based on the currently applicable terms, the Shareholder Loan is repayable upon demand and the interest rate is 5% per annum. For the avoidance of doubt, the consideration for such Shareholder Loan is fully included in the consideration and no additional payments shall be incurred.

Assessment on payment terms

We have considered the following factors in relation to the staged payment structure:

- (i) the staged payment of the Consideration (i.e. 60% upon Closing; 20% in the first quarter of 2028; 20% in the first quarter of 2029) would reduce the upfront cash outlay burden of the Group (by deferring payment of 40% of the Consideration to 2028 and 2029) and hence preserve working capital for the Group’s principal business development (including investments in ongoing business operations and other commercialization and regulatory activities in the near future);

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- (ii) the payments of the Second Installment and the Third Installment are subject to the relevant conditions precedents (such as no material breach of warranty, compliance with obligations, covenants and undertakings, no material adverse change on the Target Company as of the relevant years, no governmental action, no litigation), which would mitigate post-closing risk; and
- (iii) the Second Installment and the Third Installment payments are interest-free.

In addition, for purpose of assessing payment schedule, we have independently reviewed the acquisition transactions by reference to the following criteria: (i) acquisition transactions settled in cash; (ii) acquisition transactions involving target companies operating in health care industry; and (iii) transaction announcements released on the Stock Exchange within six months ended 30 April 2026. We note that the majority (8 out of 11) of such transactions settled full (or most) consideration payment on or close to completion (such as upon the completion of industrial and commercial registration). The remaining three transactions adopted different deferred cash payment arrangement: (i) the first transaction provided for approximately 91.5% of the consideration to be paid on the closing date, with the remaining 8.5% payable in three annual installments subject to the achievement of performance targets for each of the first three financial years following completion; (ii) the second transaction stipulated that approximately 20% of the consideration be paid within 30 days of the signing of the share purchase agreement and the remaining 80% in four roughly equal installments within the second to fifth year after the date of share purchase agreement; and (iii) the third transaction required approximately 30% of the consideration to be paid near closing, with the remaining 70% payable within approximately six months thereafter. Considering the above, we are of the view that the payment schedule of the Consideration, which provides a deferred cash payment arrangement, post-closing risk mitigation and interest-free terms, is better than the aforesaid reviewed transactions and hence fair and reasonable and is in the interest of the Company and its Shareholders.

Basis of the Consideration

The Consideration for the Acquisition comprises (i) the acquisition of the Sale Share by the Purchaser and (ii) the taking of assignment of the Shareholder Loan by the Purchaser pursuant to the Share Purchase Agreement and was agreed between the parties after arm's length negotiations after considering various factors, including:

- (i) the valuation of the equity value before the Shareholder Loan as of 31 March 2026 of approximately US\$323,000,000 (approximately RMB2,270,302,000) (the “**Valuation**”) as assessed by an independent valuer using the market approach;
- (ii) the historical financial information of the Target Company; and
- (iii) the reasons for and benefits of the Acquisition as set out in the paragraph headed “Reasons for and benefits of the Share Purchase Agreement”.

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With reference to the Letter from the Board, in assessing the Consideration, the parties considered the Acquisition as a whole commercial arrangement, which comprises (i) the acquisition of the entire equity interest in the Target Company and (ii) the Purchaser's assumption of the Shareholder Loan by assignment. As such the parties considered the consideration of the Acquisition on a combined basis, taking into account both the equity interest of the Target Company and the assumption of the Shareholder Loan by the Purchaser.

The Valuation, being a valuation of the equity value of the Target Company before the Shareholder Loan (i.e. not deducting the Shareholder Loan in calculating the equity value of the Shareholder Loan) provided a reasonable reference point as it more accurately reflects the underlying business performance of the Target Company without being affected by how the Target Company was financed (i.e. by equity or by debt). In addition, the Shareholder Loan is a separate contractual receivable owed by the Target Company and will be separately assigned to the Purchaser on a dollar-for-dollar basis and settled at par, without premium or discount. Following Closing, the Purchaser, being the new sole shareholder of the Target Company, will step into the position of the Seller, being the original lender, and assume the rights and obligations in respect of the Shareholder Loan.

Accordingly, the total consideration of US\$250,000,000 reflects the integrated structure and commercial arrangement of the Acquisition, including both the standalone value of the Target Company's equity and the assignment of the Shareholder Loan, ensuring the overall transaction economics are coherent with the Valuation and the commercial negotiations between the parties. The Purchaser was able to secure a consideration representing a discount of approximately 22% to the Valuation, which it considers to be favourable for the Company and the Shareholders would enable the Group to maximize the return from the future business operations of the Target Company and offer downside protection to the Purchaser for the potential integration risk.

Evaluation of the Consideration

(a) Reference Companies

With reference to the Letter from the Board, the Target Company is principally engaged in commercialization of prescription pharmaceutical products with strategic focus on chronic diseases and acute/critical care areas, in particular in the cardiovascular segment and metabolism segment (primarily focused on diabetes products). During FY2025, the Target Company was profitable, with its product portfolio comprising primarily cardiovascular and diabetes pharmaceutical products. Majority of the Target Company's revenue was derived from Thailand, Hong Kong, Taiwan and other Southeast Asia countries.

In assessing the fairness and reasonableness of the Consideration, we have conducted an exercise to identify entities whose shares are listed on the Main Board of the Stock Exchange which, based on information available in their published financial reports as at the Latest Practicable Date, (i) are primarily engaged in research and development, manufacturing and sales of pharmaceutical products in their latest financial year; (ii)

products in relation to cardiovascular disease and diabetes disease (other than those focusing on Chinese medicines, health supplements, veterinary medicines and intermediate medicines) contributed at least 15% of their respective total revenue in their latest financial year; and (iii) recorded a net profit for their latest financial year. Based on such criteria, we have identified four companies (the “**Reference Companies**”), which represent an exhaustive list based on the aforementioned criteria.

Given that the Company is listed in Hong Kong and the valuation of a listed company in different stock market is subject to additional factors besides its fundamental performance, such as, the liquidity of the listed shares, level of participation of professional and institutional investors, we consider Hong Kong-listed pharmaceutical companies to be the most relevant comparables for assessing whether the Consideration is fairly determined. The Hong Kong market also provides a sufficient pool of listed pharmaceutical companies that meet our rigorous screening criteria, enabling us to identify peers with comparable business models and financial profiles.

Based on information publicly available, we note that the product portfolios and/or business focus of the Reference Companies vary and might not be precisely the same as those of the Target Company. However, having considered that (i) the Reference Companies and the Target Company are principally engaged in the same sector of the pharmaceutical industry focusing on similar pharmaceutical products; (ii) we adopted listed companies with commercialized pharmaceutical products as our primary benchmark for comparison (rather than the clinical stage of the products), given that the Target Company is primarily engaged in the commercialization of prescription pharmaceutical products; (iii) the selection of at least 15% revenue contribution ratio for relevant pharmaceutical products (i.e. cardiovascular and diabetes products) allows a balanced consideration of a fair and representative sample size and business similarity with the Target Company. This is because mature listed pharmaceutical companies generally maintain diversified and extensive product portfolios. Accordingly, although the revenue contribution of comparable products of the Reference Companies ranges from approximately 18% to 36%, which is lower than that of the Target Company (whose revenue is derived mainly from cardiovascular products and diabetes products), we consider this selection outcome reasonable as it strikes the aforementioned balance between sample size and business similarity; (iv) the Reference Companies are profit-making, as is the Target Company; and (v) the sufficient number of companies identified, we consider the Reference Companies to be a fair and representative sample in assessing the fairness and reasonableness of the Consideration as the list provides a meaningful reference as regards the general market valuation for comparable pharmaceutical companies listed in Hong Kong.

In conducting our analysis, we compared the enterprise value-to-earnings before interests, taxes, depreciation and amortisation (“**EV/EBITDA**”) multiples of the Target Company and those of the Reference Companies as we consider such multiples to be common and suitable valuation methodologies used to evaluate companies with a proven track record.

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Company	Stock code	Major therapeutic areas	Revenue proportion of products similar to those of the Target Company	EV/EBITDA multiples (times) (Note 1)
LUYE Pharma Group Limited	2186.HK	Oncology, cardiovascular, central nervous system, alimentary tract and metabolism	24%	6.63
Grand Pharmaceutical Group Limited	512.HK	Nuclear medicine anti-tumor diagnosis and treatment, cardiovascular precision interventional diagnosis and treatment, cardiovascular emergency, respiratory and critical and severe disease, ENT (Ear, Nose and Throat), biotechnology	18%	13.02
China Medical System Holdings Limited	867.HK	Cardiocerebrovascular, gastroenterology and autoimmune, skin health, ophthalmology	36%	12.06
Simcere Pharmaceutical Group Limited	2096.HK	Neuroscience (mainly cardiocerebrovascular products), autoimmune, anti-oncology	36%	15.61
			Maximum	15.61
			Average	11.83
			Median	12.54
			Minimum	6.63
				Implied EV/ EBITDA multiple (Note 2)
The Target Company				9.08

Source: Website of the Stock Exchange and latest annual reports of the Reference Companies

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Notes:

1. EV/EBITDA multiples of the Reference Companies were calculated based on the EBITDA for the latest financial year of the respective Reference Company and the respective EV derived from the Reference Company's market capitalization as at the last trading date (i.e. 2 April 2026) prior to the date of the Share Purchase Agreement (i.e. 7 April 2026) plus latest disclosed total interest-bearing debt and non-controlling interests minus latest disclosed cash and cash equivalents.
2. The implied EV/EBITDA multiple of the Target Company was derived from the Consideration and the EBITDA of the Target Company for FY2025, as disclosed in the Letter from the Board.
3. Exchange rate used in conversion was RMB1=HK\$1.1387 as at the date of the Share Purchase agreement (i.e. 7 April 2026).

The EV/EBITDA multiples of the Reference Companies ranged from approximately 6.63 times to 15.61 times with an average of approximately 11.83 times and a median of approximately 12.54 times. The implied EV/EBITDA multiple of the Target Company of 9.08 times is within the range and below both the average and median of the EV/EBITDA multiples of the Reference Companies.

(b) The Valuation Report

According to the Valuation Report, the market value of entire equity interest before Shareholder Loan of the Target Company as of 31 March 2026 was approximately US\$323,000,000 (approximately RMB2,270,302,000). The Consideration of US\$250,000,000 (approximately RMB1,757,200,000) represents a discount of approximately 22% to the Valuation.

Qualification and Independence

For our due diligence purpose, we reviewed and enquired into (i) the terms of engagement of the Valuer with the Company; (ii) the Valuer's qualification in relation to the preparation of the Valuation Report; and (iii) the steps and due diligence measures taken by the Valuer for conducting the Valuation. From the engagement letter and other relevant information provided by the Valuer and based on our interview with them, we were satisfied with the terms of engagement of the Valuer as well as their qualification for preparation of the Valuation Report. The Valuer also confirmed that they are independent to the parties to the Share Purchase Agreement.

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Valuation Methodology

We have reviewed the Valuation Report and discussed with the Valuer methodologies of, and bases and assumptions adopted for the Valuation, and adjustments made to arrive at the Valuation. As advised by the Valuer, in arriving at the fair value of 100% equity interest in the Target Company, the Valuer has considered three generally accepted approaches, namely asset-based approach, market approach and income approach.

- (i) The asset-based approach refers to a general term for various valuation methods that first calculate and analyze the replacement cost of assets, then assess and quantify various depreciation factors already affecting those assets and finally deduct these depreciation factors from the replacement cost to arrive at the asset's value. The fundamental premise of the asset-based approach is to reconstruct or replace the asset itself. This analytical technique assumes that any potential investor, when deciding whether to invest in an asset, will not be willing to pay more than the current replacement cost of building that asset. If the investment object is not brand new, the price the investor is willing to pay will be the replacement cost of a brand-new asset minus various depreciation factors. The asset-based approach is a widely used valuation methodology.
- (ii) The market approach refers to a general term for various methods that use the recent transaction prices of similar or comparable assets in the market and, through direct comparison or analogous analysis, calculate the value of an asset. The market approach is an appraisal technique that, based on the principle of substitution, employs comparative and analogical reasoning and methodologies to determine asset value. This analytical approach holds that any rational investor, when acquiring an asset, would not be willing to pay more than the current market price of a substitute asset with the same intended use. The market approach is the most straightforward and persuasive valuation method.
- (iii) The income approach refers to a general term for various analytical methods that assess asset value by analyzing the present value of an asset's expected future earnings. The income approach employs capitalization and discounting techniques and methodologies to evaluate and analyze asset value. This valuation technique is based on the premise that any rational investor, when acquiring or investing in an asset, will not be willing to pay or invest more than the amount of money that the acquired or invested asset can generate in the future, in other words, its expected returns. By utilizing technical tools such as investment return analysis and discounted cash flow calculations, the income approach takes the asset's anticipated output capacity and profitability as the key factors for analyzing and determining its value.

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Given the characteristics of the Target Company, there are substantial limitations to both the income approach and the asset-based approach for valuing the Target Company. Firstly, the income approach requires subjective assumptions to which the valuation is highly sensitive, and even small changes in key inputs (such as discount rates, growth assumptions, or project timing) may lead to significant fluctuations in the valuation outcome. Secondly, the asset-based approach is based on the replacement or reproduction cost of the underlying assets, which does not adequately capture the value of the Target Company as going concern and the Target Company derives significant value from intangible factors such as established operations, market position and company relationships, as well as future earning potential, which are not fully reflected under the asset-based approach. In view of the above, we concur with the Valuer in adopting the market approach for the Valuation of the Target Company, as a sufficient number of reliable comparable publicly listed companies can be identified, allowing market-derived indicators to serve as appropriate basis for estimating value.

Comparable Companies of the Target Company

The Valuer adopted EV/EBITDA multiple, which is commonly used in valuing pharmaceutical companies as it reflects the operating performance of the business before the impact of capital structure, taxation and non-cash accounting items, and according to the consolidated financial statements as set out in the Appendix II to the Circular, the Target Company is profit-making and its EBITDA for FY2025 is positive. Furthermore, when comparing with net profit-based multiples, EV/EBITDA multiple is appropriate for comparing the values of companies listed and operate in different markets and areas as it is less affected by differences in financing arrangements, depreciation policies and tax positions across comparable companies, we consider the adoption of EV/EBITDA multiple for the valuation to be fair and reasonable.

In respect of the selection of the comparable companies, the Valuer adopted the selection criteria as follows (the “**Selection Criteria**”):

- (i) companies (a) in the pharmaceutical industry under industry category of S&P Capital IQ Tree as extracted from Capital IQ database, and (b) have products in the relevant therapeutic areas;
- (ii) companies with their core business based in greater China and Southeast Asia territories;
- (iii) companies listed in Hong Kong, Taiwan and other Southeast Asia territories (i.e. Singapore, Thailand, Indonesia, and Vietnam); and
- (iv) companies with market capitalizations that are not significantly small in scale.

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To assess the fairness and reasonableness of the Selection Criteria, we consider the following factors:

- (i) The Selection Criteria are appropriate as they align closely with the Target Company's business (i.e. screening comparable companies with products in the relevant therapeutic areas (i.e. cardiovascular and metabolism (focused on diabetes)) and operating and listed in greater China and Southeast Asia), ensuring the Valuer to identify companies with a similar business in the same geographical region as the Target Company.
- (ii) The exclusion of companies with significantly small market capitalizations is justified. Small-cap companies typically suffer from limited trading liquidity, higher share price volatility and less reliable financial disclosure, which makes their valuation multiples less representative of industry norms.
- (iii) The Selection Criteria would allow the Valuer to identify companies that operate within the same industry as the Target Company with requisite information for the purpose of conducting the Valuation.

Given the above, we consider the Selection Criteria adopted by the Valuer to be fair and reasonable.

Based on the Selection Criteria, the Valuer identified a pool of eight comparable companies (the “**Comparable Companies**”) comprising four Hong Kong-listed companies that are highly comparable to the Target Company in terms of business model, therapeutic focus, and commercial stage, as well as four Taiwan and Southeast Asian companies that serve as supplementary comparables due to their regional relevance and similar product focus. As confirmed by the Valuer, the Comparable Companies are exhaustive.

Four of the Comparable Companies are identical to the four Reference Companies identified through our independent research. We note that the EV/EBITDA multiples of these four Comparable Companies differ from those of the four Reference Companies we identified (save for Simcere Pharmaceutical Group Limited which recorded the same ratio). Based on our discussion with the Valuer, we note the following differences in calculation methodologies and data sources for EV and EBITDA between the Valuer and ourselves:

(i) EV

The Valuer adopted the EV of the Comparable Companies, with such data sourced from S&P Capital IQ database as at the Valuation Date (i.e. 31 March 2026). By contrast, our calculation of the EV of the Reference Companies was based on figures extracted from the respective annual reports of the relevant Reference Companies available on the Stock Exchange's website, their respective market capitalizations as of the last trading date (i.e. 2 April 2026) prior to the date of the Share Purchase Agreement (i.e. 7 April 2026), and the

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HK\$ to RMB exchange rate prevailing on the date of the Share Purchase Agreement. Our EV was calculated based on the market capitalization of the Reference Companies as of 2 April 2026, plus their respective interest-bearing liabilities and non-controlling interests, less cash and cash equivalents.

(ii) EBITDA

The Valuer's EBITDA calculation methodology follows the standard calculation logic adopted by S&P Capital IQ, with underlying EBITDA figures sourced from publicly disclosed annual reports, i.e. the Valuer defines EBITDA as operating EBIT plus depreciation and amortization, and right-of-use asset amortization. In comparison, our EBITDA is defined as net profit for the year plus income tax expense, finance costs, depreciation and amortization, and right-of-use asset amortization.

Having regard to the above differences in data sources and calculation methodologies, all adopted data sources are reliable and both the Valuer and we apply common market calculation practices on EV/EBITDA, we consider the discrepancies in EV/EBITDA multiples to be reasonable and acceptable.

In addition, we have independently reviewed the publicly available information of the remaining four Comparable Companies identified by the Valuer, and note that (i) the remaining four Comparable Companies are companies listed in major stock exchange, being Taiwan Stock Exchange and Ho Chi Minh Stock Exchange; (ii) the Comparable Companies share similarities with the Target Company in terms of business and geographical focus; and (iii) the Valuer derived the EV/EBITDA in the same principle as described above. We note that two of the Comparable Companies listed on the Ho Chi Minh Stock Exchange (HOSE) were selected pursuant to the Selection Criteria within the Southeast Asia geographic scope. As discussed with the Valuer, although companies across other major Southeast Asian markets (i.e. Singapore, Thailand, Indonesia, and Vietnam) were also reviewed, only the Taiwan- and Vietnam-listed companies were ultimately considered sufficiently comparable to the Target Company based on their business activities, therapeutic focus, and operational profile. Accordingly, notwithstanding that the Target Company does not currently have any operations in Vietnam, Vietnam is an integral part of Southeast Asia and the screening outcome is consistent with the Selection Criteria. We therefore consider the selection of HOSE-listed Comparable Companies to be reasonable and justified from a geographic perspective.

Having derived the EV/EBITDA multiple of each of the Comparable Companies, the Valuer applied the median of the multiple to the Target Company's EBITDA for FY2025 to arrive at the enterprise value of the Target Company, which was then converted to equity value by adding the Target Company's cash and cash equivalent and adjusted by discount on lack of marketability and control premium. We understood that no adjustment was made for the Shareholder Loan in arriving at the equity value of the Target Company. This is because the Shareholder Loan will be assigned to the Purchaser on a dollar-to-dollar basis, and the Valuer considered

that excluding the Shareholder Loan from equity value calculation (i.e. equity value of the Target Company prior to accounting for the Shareholder Loan) better reflects the Valuation.

Discount for Lack of Marketability (“DLOM”)

As set out in the Valuation Report, liquidity refers to the marketability of equity interests, that is, the speed and ease with which owners can convert their equity interests into cash when they choose to sell them. The application of a discount for lack of marketability reflects the fact that equity interests in private companies do not have an established trading market. As a result, equity interests in private companies are generally less readily marketable than those of publicly listed companies. As the Target Company is not listed, the Valuer has applied a DLOM of 20.1%, with reference to the average DLOM figures from the Control Premium & Discount for Lack of Marketability Study (February 2026) published by Moore Hong Kong. Following our independent review, we note from the study that Moore Hong Kong reviewed a total of 331 notifiable transaction circulars issued by listed companies across various industries and published on the Stock Exchange website for the trailing twelve months ended 31 December 2025. Of these 331 transactions, only 33 included valuation reports with the adoption of DLOM adjustments. The average DLOM of 20.1% was calculated by Moore Hong Kong based on this full set of 33 relevant transactions, and we consider the sample size sufficient.

Control Premium

A controlling interest in a company provides significant advantages in decision-making with respect to business operations and strategic development. In particular, the holder of a controlling interest has the ability to influence the company’s cash flow allocation and discretionary expenditures. As a result, a controlling interest typically carries a higher value than a minority interest, which is subject to the decisions, governance practices and management capabilities of the controlling shareholders. The Valuer has adopted a control premium of 23.9%, with reference to the average control premium figures from the Control Premium & Discount for Lack of Marketability Study (February 2026) published by Moore Hong Kong. Following our independent review, we note from the study that Moore Hong Kong reviewed a total of 331 notifiable transaction circulars issued by listed companies across various industries and published on the Stock Exchange website for the trailing twelve months ended 31 December 2025. Of these 331 transactions, only 18 included valuation reports with the adoption of control premium adjustments. The average control premium of 23.9% was calculated by Moore Hong Kong based on this full set of 18 relevant transactions, and we consider the sample size sufficient.

For our due diligence purpose, we independently searched the credential of Moore Hong Kong and noted from its website that Moore Hong Kong, established in 1975, provides a full scope of services that include audit, assurance, accounting, business outsourcing, tax and other advisory work. Meanwhile, Moore Hong Kong is

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a member firm of Moore Global (an international accounting and consulting networks with roots in the UK going back over 100 years with network of over 37,000 people across over 100 countries).

Given that (i) the control premium and DLOM were commonly adopted in valuation to reflect the differences between the comparables and subject asset with regard to the ability to make decisions and marketability; and (ii) we have cross-checked the control premium and DLOM from the aforesaid study published by Moore Hong Kong and were satisfied with the results of the applied control premium and DLOM, we concur with the Valuer on the adoption of control premium (being 23.9%) and DLOM (being 20.1%) for the Valuation.

Based on our review of the Valuation Report and discussion with the Valuer regarding among other the reasons and appropriateness of adopting the market approach for the Valuation, the methodology adopted, the valuation work and adjustments performed by the Valuer, we did not identify any major factors which caused us to doubt the fairness and reasonableness of the preparation of the Valuation Report.

Conclusion

Having considered the above, in particular (i) our analysis by cross-checking the Consideration with our independent research on the Reference Companies, in which the implied EV/EBITDA multiple of the Target Company is within the range of and below both the average and median of the EV/EBITDA multiples of the Reference Companies, indicating the Consideration represents a reasonable valuation with reference to the market valuation for companies engaging in similar business to the Target Company, and (ii) the Consideration for the Acquisition (comprising the acquisition of the Sale Share by the Purchaser and the taking of assignment of the Shareholder Loan by the Purchaser) is lower than the fair value of the Target Company as appraised by the Valuer, we are of the view that the Consideration is fair and reasonable so far as the Independent Shareholders are concerned.

5. Possible financial effects of the Acquisition

With reference to the Letter from the Board, upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company, and the financial results of the Target Company will be consolidated into the financial statements of the Group. With reference to the 2025AR, the Group's net loss attributable to owners of the Company for FY2025 was approximately RMB297,766,000. As set out in Accountants' Report in Appendix II to the Circular, the Target Company recorded a profit after taxation of approximately US\$9,378,000 for FY2025, which would narrow the Group's net loss attributable to owners of the Company for FY2025 and is expected to improve profitability of the Company in the future.

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With reference to the 2025AR, the Group's total assets were approximately RMB6,834,980,000 and the Group's total liabilities was approximately RMB1,531,221,000 as at 31 December 2025. Based on the unaudited pro forma financial information of the Enlarged Group as set out in Appendix IV to the Circular, assuming the Completion had taken place on 31 December 2025, the pro forma total assets of the Enlarged Group would increase by approximately RMB1,780,547,000, mainly due to increase in (i) intangible assets of approximately RMB1,045,822,000, (ii) goodwill of RMB637,121,000 and (iii) inventories of RMB66,879,000; and the total liabilities would increase by approximately RMB1,785,852,000, primarily due to increase in (i) borrowing of approximately RMB1,054,320,000 and (ii) trade and other payable of RMB629,788,000 (mainly the Second Installment and the Third Installment for the Consideration). Accordingly, the net assets of the Enlarged Group would slightly decrease by approximately RMB5,305,000 (or 0.1%) from approximately RMB5,303,759,000 to RMB5,298,454,000.

Based on the above, notwithstanding the slight decrease in net assets of the Enlarged Group, taking into account the potential improvement in future profitability as well as the reasons and benefits of the Acquisition, on balance, we consider the Acquisition generally has positive financial impact on the Group. It should be noted that the aforementioned analyses are for illustrative purposes only and do not purport to represent how the financial position of the Group will be upon completion of the Acquisition.

OPINION AND RECOMMENDATION

Having considered the principal factors and reasons as discussed above, we consider that the Share Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned and are in the interest of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend the Independent Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of
WRISE CAPITAL LIMITED
Fanny Lee
Executive Director

Ms. Fanny Lee is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of WRise Capital Limited to carry out type 6 (advising on corporate finance) regulated activity under the SFO and has over 25 years of experience in corporate finance industry.

SUMMARY OF FINANCIAL INFORMATION

The financial information of the Company for the three years ended 31 December 2025 are disclosed in the Company's annual reports for the years ended 31 December 2023, 2024 and 2025, which are incorporated by reference into this circular. The said annual reports of the Company are available on the Company's website at www.everestmedicines.com and the website of the Stock Exchange at www.hkexnews.hk. Web links to the annual reports of the Company are set out below:

Annual report of the Company for the year ended 31 December 2023:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042402494.pdf>

Annual report of the Company for the year ended 31 December 2024:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042403126.pdf>

Annual report of the Company for the year ended 31 December 2025:
<https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0423/2026042302936.pdf>

STATEMENT OF INDEBTEDNESS OF THE ENLARGED GROUP

As at the close of business on 30 April 2026, being the latest practicable date for the purpose of preparing this statement of indebtedness, the Enlarged Group had the following indebtedness:

	As of 30 April 2026 <i>RMB'000</i> (unaudited)
Current liabilities:	
Lease liabilities	23,608
Unsecured and guaranteed bank loans	201,588
Secured and unguaranteed bank loans (a)	760
Non-current liabilities:	
Lease liabilities	50,735
Unsecured and guaranteed bank loans	550,784
Secured and unguaranteed bank loans (a)	<u>285,022</u>
Total	<u><u>1,112,497</u></u>

Note (a): Certain of the Enlarged Group's bank loans are pledged by a building of the Enlarged Group with net book value of RMB435,874 thousand (unaudited).

Except as discussed above, the Enlarged Group did not have any other material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities.

WORKING CAPITAL

The Directors are of the opinion that, after taking into account the existing cash and bank balances of the Enlarged Group, credit facilities that are currently available, expected internally generated funds and the impact of the Acquisition, the working capital available to the Enlarged Group is sufficient for the Enlarged Group's requirements for at least 12 months from the date of this circular.

The Directors are of the opinion that the Enlarged Group has sufficient working capital for its present requirements, that is for the next 12 months from the date of this circular in the absence of unforeseeable circumstances. The Company has obtained the relevant confirmations as required under Rule 14.66(12) of the Listing Rules.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited consolidated accounts of the Company were made up.

FINANCIAL AND TRADING PROSPECTS OF THE ENLARGED GROUP

Looking ahead to 2026, the Company is positioned to build on the strong foundation established across its commercial portfolio and innovation platforms. NEFECON[®] is expected to remain a key driver of revenue growth, supported by its China's National Reimbursement Drug List ("NRDL") status, market exclusivity, and a differentiated disease-management strategy that emphasizes early diagnosis and sustained treatment. Meanwhile, we will devote additional resources to further expand our sales team, deepen coverage in core hospitals, and actively explore the growth potential of NEFECON[®] in non-core markets through contract sales organization partnerships this year. To further support appropriate identification and treatment of IgAN, the Company plans to introduce a Gd-IgA1 diagnostic tool designed to facilitate non-invasive screening and improve diagnostic rates and enable repeated treatment cycles in clinical practice.

Across the broader commercial portfolio, the Company will continue to expand its scale and efficiency. Plans include advancing localized production of XERAVA[®] and initiating NRDL negotiations for this brand to broaden access and utilization. In parallel, the established XERAVA[®] commercial infrastructure provides a strong base to support the rollout of critical care products from the Hasten Group's portfolio, creating operational synergies and improving overall productivity.

Meaningful progress is also expected across the Company's internally developed discovery programs in 2026. For the personalized mRNA cancer vaccine program, EVM16, the Company anticipates reporting initial human data from the ongoing Phase 1a trial at an international conference and advancing the program into further clinical development. For EVM14, the off-the-shelf tumor-associated antigen mRNA vaccine, the Company plans to complete dose escalation in both U.S. and China cohorts this year. The in vivo mRNA CAR-T program is planned to enter multiple investigator-initiated trials, while advancing global IND filings. Together, these programs underscore the Company's commitment to building differentiated, globally competitive innovation platforms to support long-term value creation.

In 2026, the Company also expects continued advancement of its newly in-licensed late-stage assets, supporting both pipeline depth and expansion into ophthalmology and cardiovascular therapeutic areas. For VIS-101, a novel bifunctional biologic targeting VEGF-A and ANG-2 which demonstrated rapid, robust and durable treatment responses in a Phase IIa study, the Company plans to advance preparations for the next-stage of clinical development. For LEROCHOLTM, a third-generation PCSK9 inhibitor, the Company plans to submit a Biologics License Application (BLA) in Greater China in the first half of 2026.

The Acquisition of the Target Company will accelerate the Company's commercialization in Asia by transforming its emerging regional presence into a scaled, revenue-generating platform. The Company already has a foundation across Hong Kong, Macau, Taiwan, Singapore and Korea, with several innovative products entering a key launch and reimbursement window from 2026 to 2028. The Target Company may expand the Group's Asia Pacific coverage to include Thailand, Malaysia, the Philippines, Australia, and boost coverage in overlapping core markets, with the support of over 120 local team members, established registrations, access capabilities, distributor relationships and a mature cardiovascular/metabolic portfolio. This infrastructure can be leveraged to accelerate launches of NEFECON[®], XERAVA[®], VELSIPITY[®] and future assets by reducing country-by-country build-out time, improving local execution and strengthening physician and payer access. Together, the combined platform can create a repeatable "China innovation to APAC" commercialization engine with greater control, scale and economics.

Overall, 2026 is expected to be a year of continued execution and transformation for the Company. The Company aims to scale its commercial portfolio, advance key assets toward blockbuster potential, and further elevate the global profile of its internally discovered pipeline. A larger and more diverse commercial portfolio will serve as a solid foundation supporting the Company's steady growth, while continuous innovation and breakthroughs in cutting-edge fields will unlock significant potential for value creation. At the heart of achieving this vision is our unwavering commitment to the dual-engine strategy: combining disciplined external partnerships with sustained investment in in-house R&D, including our in vivo mRNA CAR-T platform and mRNA cancer vaccine platform.

The following is the text of a report received from the Company's independent reporting accountants, Ernst & Young, Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance, for the purpose of incorporation in this circular.

The following is the text of a report received from the Target Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.



Ernst & Young
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Quarry Bay, Hong Kong

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The Directors
Everest Medicines Limited

Dear Sir,

We report on the historical financial information of Hasten Biopharmaceuticals (SG) Pte. Ltd. (the “**Target Company**”) set out on pages II-4 to II-25, which comprises the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Target Company for the period from 12 April 2024 (the date of incorporation) to 31 December 2024 and the year ended 31 December 2025 (the “**Relevant Periods**”), and the statements of financial position of the Target Company as at 31 December 2024 and 2025 and material accounting policy information and other explanatory information (together, the “**Historical Financial Information**”). The Historical Financial Information set out on pages II-4 to II-25 forms an integral part of this report, which has been prepared for inclusion in the circular of Everest Medicines Limited (the “**Company**”) dated 3 June 2026 (the “**Circular**”) in connection with the proposed acquisition of the entire equity interest in the Target Company (the “**Acquisition**”) by the Company.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

The Underlying Financial Statements of the Target Company for the Relevant Periods as defined on page II-4, on which the Historical Financial Information is based, were prepared by the directors of the Target Company (the “**Target Company Directors**”). The Target Company Directors are responsible for the preparation of the Underlying Financial Statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standard Board, and for such internal control as the Target Company Directors determine is necessary to enable the preparation of the Underlying Financial Statements that are free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants. This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Target Company as at 31 December 2024 and 2025 and of the financial performance and cash flows of the Target Company for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on the Stock
Exchange of Hong Kong Limited***Adjustments*

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page II-4 have been made.

Ernst & Young*Certified Public Accountants*

Hong Kong

3 June 2026

I HISTORICAL FINANCIAL INFORMATION**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Target Company for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the Hong Kong Institute of Certified Public Accountants (the “**Underlying Financial Statements**”).

The Historical Financial Information is presented in United States dollars (“**USD**”) and all values are rounded to the nearest thousand (USD'000) except when otherwise indicated.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Period from 12 April 2024 to 31 December 2024	Year ended 31 December 2025
	<i>Notes</i>	<i>USD'000</i>	<i>USD'000</i>
REVENUE	5	—	31,136
Cost of sales		—	(3,274)
Gross profit		—	27,862
Selling expenses		—	(8,276)
Administrative expenses		—*	(39)
Other gains	6	—*	168
Finance costs	8	—	(7,831)
PROFIT BEFORE TAX	7	—*	11,884
Income tax expense	9	—	(2,506)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/YEAR		—*	9,378

* The amount is less than USD1,000.

STATEMENTS OF FINANCIAL POSITION

		As at 31 December	
		2024	2025
	Notes	USD'000	USD'000
NON-CURRENT ASSETS			
Intangible assets	11	—	148,791
Other non-current assets		—*	—
Total non-current assets		—*	148,791
CURRENT ASSETS			
Inventories	13	—	9,515
Trade receivables	14	—	4,174
Prepayments		—	548
Cash and bank balances	12	—*	404
Total current assets		—*	14,641
CURRENT LIABILITIES			
Trade and other payables	15	—	2,744
Profit tax payable		—	1,660
Amounts due to a related party	19	—*	—
Total current liabilities		—*	4,404
NET CURRENT ASSETS		—*	10,237
TOTAL ASSETS LESS CURRENT LIABILITIES		—*	159,028
NON-CURRENT LIABILITIES			
Amounts due to a related party	19	—	148,804
Deferred tax liabilities	16	—	846
Total non-current liabilities		—	149,650
Net assets		—*	9,378
EQUITY			
Share capital	17	—*	—*
Retained profits		—	9,378
Total equity		—*	9,378

* The amount is less than USD1,000.

STATEMENTS OF CHANGES IN EQUITY

Period from 12 April 2024 to 31 December 2024

	Share capital <i>USD'000</i>	Retained profits <i>USD'000</i>	Total <i>USD'000</i>
As at 12 April 2024			
Profit and total comprehensive income for the period	—	—*	—*
Issue of shares	—*	—	—*
	<u> </u>	<u> </u>	<u> </u>
As at 31 December 2024	<u> </u> <u> </u>	<u> </u> <u> </u>	<u> </u> <u> </u>

Year ended 31 December 2025

	Share capital <i>USD'000</i>	Retained profits <i>USD'000</i>	Total <i>USD'000</i>
As at 1 January 2025	—*	—*	—*
Profit and total comprehensive income for the year	—	9,378	9,378
	<u> </u>	<u> </u>	<u> </u>
As at 31 December 2025	<u> </u> <u> </u>	<u> </u> <u> </u>	<u> </u> <u> </u>

* The amount is less than USD1,000.

STATEMENTS OF CASH FLOWS

		Period from 12 April 2024 to 31 December 2024	31 December 2025
	Notes	USD'000	USD'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		—	11,884
Adjustments for:			
Finance costs		—	7,831
Amortisation of intangible assets	11	—	7,831
Net foreign exchange gains		—*	(168)
		—*	27,378
Increase in inventories		—	(9,515)
Increase in trade receivables		—	(4,033)
Increase in prepayments		—	(548)
Increase in trade and other payables		—	2,762
Decrease in amounts due to a related party		—	(25,978)
(Increase)/decrease in other non-current assets		—*	—*
Net cash flows used in operating activities		—*	(9,934)
CASH FLOW FROM FINANCING ACTIVITIES			
Loan from a related party	19	—*	10,328
Net cash inflow from financing activities		—*	10,328
NET INCREASE IN CASH AND CASH EQUIVALENTS			
		—*	394
Cash and cash equivalents at beginning of period/year		—	—*
Effect of foreign exchange rate changes, net		—	10
Cash and bank balances at end of period/year	12	—*	404
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances, unrestricted		—*	404
Cash and cash equivalents as stated in the statement of financial position and the statement of cash flows		—*	404

* The amount is less than USD1,000.

II NOTES TO THE HISTORICAL FINANCIAL INFORMATION**1. CORPORATE INFORMATION**

Hasten Biopharmaceuticals (SG) Pte. Ltd. (the “**Target Company**”) was incorporated in Singapore on 12 April 2024 as a limited liability company. The registered office of the Target Company is located at 36 Robinson Road, #20-01, City House, Singapore.

In the opinion of the Target Company’s directors, the parent of the Target Company is Hasten Biopharmaceuticals (HK) Limited which was incorporated in Hong Kong. In 2026, the parent of the Target Company is Hasten Biopharmaceuticals (Asia) Limited which was incorporated in the Cayman Islands. The ultimate holding company of the Target Company is Hasten Biopharmaceuticals Holdings Limited which was incorporated in the Cayman Islands.

The Target Company is principally engaged in wholesale of medicinal and pharmaceutical products.

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards (which include all International Financial Reporting Standards, International Accounting Standards (“**IASs**”) and Interpretations) as issued by the International Accounting Standards Board. All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been consistently adopted by the Target Company in the preparation of the Historical Financial Information throughout the Relevant Periods. The Historical Financial Information has been prepared under the historical cost convention.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Target Company has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information. The Target Company intends to apply these new and amended IFRS Accounting Standards, if applicable, when they become effective.

IFRS 18	<i>Presentation and Disclosure in Financial Statements²</i>
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures²</i>
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments¹</i>
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity¹</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³</i>
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency²</i>
Annual Improvements to IFRS Accounting Standards — Volume 11	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 ¹

¹ Effective for annual periods beginning on or after 1 January 2026

² Effective for annual/reporting periods beginning on or after 1 January 2027

³ No mandatory effective date yet determined but available for adoption

The Target Company is in the process of making an assessment of the impact of these new and amended IFRS Accounting Standards upon initial application. IFRS 18 introduces new requirements on presentation within profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information. The new standard is not expected to have any impact on the Target Company’s results of operations and financial position but has impact on the presentation and disclosure of the Target Company’s financial statements. Other than IFRS 18, so far, the Target Company considers that IFRS 19 and the amended IFRS Accounting Standards are unlikely to have a significant impact on the Target Company’s financial statements.

2.3 MATERIAL ACCOUNTING POLICY INFORMATION**Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Target Company if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Target Company;
 - (ii) has significant influence over the Target Company; or
 - (iii) is a member of the key management personnel of the Target Company or of a parent of the Target Company;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Target Company are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Target Company are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Target Company or an entity related to the Target Company;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);

- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a Target Company of which it is a part, provides key management personnel services to the Target Company or to the parent of the Target Company.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Trademark and other rights

Trademark and other rights are stated at cost less any impairment losses and are amortised on the straight-line basis over its estimated economic life of 20 years.

Investments and other financial assets*Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Target Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Target Company has applied the practical expedient of not adjusting the effect of a significant financing component, the Target Company initially measures a financial asset at its fair value plus transaction costs. Trade receivables that do not contain a significant financing component or for which the Target Company has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Target Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Target Company commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Target Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Target Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Target Company has transferred substantially all the risks and rewards of the asset, or (b) the Target Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Target Company recognises an allowance for expected credit losses ("ECLs") for all debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Target Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Target Company assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Target Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Target Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Target Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Target Company may also consider a financial asset to be in default when internal or external information indicates that the Target Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Target Company.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Target Company applies the practical expedient of not adjusting the effect of a significant financing component, the Target Company applies the simplified approach in calculating ECLs. Under the simplified approach, the Target Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Target Company makes reference to the credit loss experience of similar companies in the market for estimation of ECLs, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Target Company's financial liabilities include trade and other payables and amounts due to a related party.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payable and amounts due to a related party)

After initial recognition, trade and other payables and amounts due to a related party are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the specific identification method and, in the case of finished goods, comprises direct materials and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at banks.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the country in which the Target Company operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Revenue recognition*Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Target Company expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Target Company will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Sale of pharmaceutical products

Revenue from the sale of pharmaceutical products is recognised at the point in time when control of the asset is transferred to the customer, generally on acceptance of the pharmaceutical products by customers.

Royalty income

For the arrangement that includes sales-based royalties, the Target Company recognises revenue when the related sales occur.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred.

Foreign currencies

The Historical Financial Information is presented in USD, which is the functional currency of the Target Company. Foreign currency transactions recorded by the Target Company are initially recorded using its functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Target Company's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Useful lives of intangible assets

The Target Company determines the estimated useful lives and related amortisation charges for its intangible assets. This estimate is based on drug lifecycle. The Target Company will increase the amortisation charge where useful lives are shorter than the previously estimated lives, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or to be sold.

Impairment of intangible assets with finite lives

The Target Company determines whether intangible assets are impaired when there is indication of impairment. Estimating the value in use requires the Target Company to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION**Operating segment information**

For management purposes, the Target Company has only one reportable operating segment, which engages in the wholesale of medicinal and pharmaceutical products. Since this is the only reportable operating segment of the Target Company, no further operating segment analysis thereof is presented.

Geographical information*(a) Revenue from external customers*

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
The Cayman Islands	—	25,979
Other countries/regions	—	5,157
	<u>—</u>	<u>5,157</u>
Total revenue	<u>—</u>	<u>31,136</u>

The revenue information above is based on the locations of the customers.

(b) Non-current assets

Since all of the Target Company's non-current assets were located in Singapore, therefore no geographical segment information is presented in accordance with IFRS 8 *Operating Segments*.

Information about a major customer

Revenue of approximately USD25,979,000 was derived from the royalty income from a single customer during the year ended 31 December 2025.

5. REVENUE

An analysis of revenue is as follows:

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
Revenue from contracts with customers	<u>—</u>	<u>31,136</u>

Revenue from contracts with customers**(a) Disaggregated revenue information**

	2024 <i>USD'000</i>	2025 <i>USD'000</i>
Types of goods		
Royalty Income	—	25,979
Sale of pharmaceutical products	—	5,157
Total	<u>—</u>	<u>31,136</u>
Timing of revenue recognition		
Goods transferred and royalty income recognised at a point in time	—	31,136
Total	<u>—</u>	<u>31,136</u>

(b) Performance obligations*Sale of pharmaceutical products*

The performance obligation is satisfied upon acceptance of the pharmaceutical products by customers and payment is generally due within 45 to 90 days upon the issuance of invoice.

Royalty income

For arrangements that include sales-based royalties, the Target Company recognises revenue when the related sales occur.

6. OTHER GAINS

An analysis of other gains is as follows:

	Year ended 31 December 2024 <i>USD'000</i>	2025 <i>USD'000</i>
Other gains		
Net foreign exchange gains	—*	168

* *The amount is less than USD1,000.*

7. PROFIT BEFORE TAX

The Target Company's profit before tax is arrived at after charging:

		Year ended 31 December 2024 <i>USD'000</i>	2025 <i>USD'000</i>
	<i>Notes</i>		
Cost of inventories sold (a)		—	3,274
Amortisation of intangible assets	11	—	7,831
Subtotal		<u>—</u>	<u>11,105</u>

(a) The amounts include all cost related to licensed-in royalty charges and material costs.

8. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
Interest expenses on loan from a related party	—	7,831

9. INCOME TAX

The Target Company is subject to Singapore profits tax at the rate of 17%.

The income tax expense of the Target Company during the Relevant Periods is analysed as follows:

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
Current income tax	—	1,660
Deferred income tax	—	846
Total tax charge for the year	—	2,506

A reconciliation of the tax expense applicable to profit before tax at the statutory tax rate for the jurisdiction in which the Target Company is domiciled and/or operate to the tax expense at the effective tax rate is as follows:

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
Profit before tax	—	11,884
Tax at the statutory tax rate	—	2,020
Expenses not deductible for income tax purposes	—	486
Tax charge at the Target Company's effective rate	—	2,506

10. DIVIDENDS

No dividend was paid or declared by the Target Company during the Relevant Periods.

11. INTANGIBLE ASSETS

	Trademark and other rights <i>USD'000</i>
31 December 2025	
Cost at 1 January 2025, net of accumulated amortisation	—
Addition	156,622
Amortisation provided during the year	<u>(7,831)</u>
At 31 December 2025	<u>148,791</u>
At 31 December 2025:	
Cost	156,622
Accumulated amortisation	<u>(7,831)</u>
Net carrying amount	<u>148,791</u>

12. CASH AND BANK BALANCES

	As at 31 December	
	2024	2025
	<i>USD'000</i>	<i>USD'000</i>
Cash and bank balances	<u>—*</u>	<u>404</u>
Denominated in		
RMB	<u>—*</u>	318
USD	<u>—</u>	<u>86</u>

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

* *The amount is less than USD1,000.*

13. INVENTORIES

	2024	2025
	<i>USD'000</i>	<i>USD'000</i>
Raw materials	—	9,453
Pharmaceutical products	<u>—</u>	<u>62</u>
Total	<u>—</u>	<u>9,515</u>

14. TRADE RECEIVABLES

	2024 <i>USD'000</i>	2025 <i>USD'000</i>
Trade receivables	—	4,174
Net carrying amount	—	4,174

The Target Company's trading terms with its customers are mainly on credit. The credit period is generally from 45 to 90 days from the date of billing. Each customer has a maximum credit limit. The Target Company seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. The Target Company does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of each reporting period, based on the invoice date and net of loss allowance, is as follows:

	2024 <i>USD'000</i>	2025 <i>USD'000</i>
Within 3 months	—	4,174

The Target Company estimated provision for ECLs by making reference to the credit loss experience of similar companies in the market, and adjusted for forward-looking factors specific to the debtors and the economic environment as the Target Company has not had sufficient credit loss experience during the Relevant Periods. The directors of the Target Company are of the opinion that the ECLs in respect of trade receivables are minimal.

15. TRADE AND OTHER PAYABLES

	As at 31 December 2024 <i>USD'000</i>	2025 <i>USD'000</i>
Current:		
Trade payables	—	2,190
Other payables	—	554
Total	—	2,744

An ageing analysis of the trade payables as at each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December 2024 <i>USD'000</i>	2025 <i>USD'000</i>
Within 3 months	—	2,744

The trade payables are non-interest-bearing and are normally settled on 45 to 90 day terms.

16. DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

Deferred tax liabilities

	Intangible assets USD'000
At 12 April 2024, 31 December 2024 and 1 January 2025	—
Deferred tax charged to profit or loss during the year	<u>846</u>
At 31 December 2025	<u><u>846</u></u>

17. SHARE CAPITAL

	As at 31 December	
	2024	2025
	<i>USD</i>	<i>USD</i>
Issued and authorised:		
1 (2024: 1) ordinary share of Singapore Dollar 1 each	<u><u>1</u></u>	<u><u>1</u></u>

18. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Major non-cash transactions**

During the year ended 31 December 2025, the Target Company acquired intangible assets at consideration of USD156,623,000 which was settled by loan from a related party of USD156,623,000.

During the year ended 31 December 2025, the Target Company had settled of receivables for royalty income with amounts due to a related party of USD25,978,000.

(b) Changes in liabilities arising from financing activities

	Amounts due to a related party USD'000
At 1 January 2025	—*
Changes from financing cash flows	10,328
Acquisition of assets	156,623
Settlement against receivables from royalty income	(25,978)
Interest expense	<u>7,831</u>
At 31 December 2025	<u><u>148,804</u></u>

	Amounts due to a related party USD'000
At 12 April 2024	—
Changes from financing cash flows	—*
At 31 December 2024	—*
* The amount is less than USD1,000.	

19. RELATED PARTY TRANSACTIONS**(a) Name and relationship with a related party**

Company	Relationship
Hasten Biopharmaceuticals (Asia) Limited	Entity controlled by the ultimate holding company

(b) Significant related party transactions:

	Year ended 31 December	
	2024	2025
	USD'000	USD'000
Acquisition of assets from a related party (note):		
Hasten Biopharmaceuticals (Asia) Limited	—	156,623
Royalty income from a related party:		
Hasten Biopharmaceuticals (Asia) Limited	—	25,978
Loan from a related party:		
Hasten Biopharmaceuticals (Asia) Limited	—*	10,328
Interest expense with a related party:		
Hasten Biopharmaceuticals (Asia) Limited	—	7,831
The offsetting amounts with a related party:		
Hasten Biopharmaceuticals (Asia) Limited	—	25,978

Note:

On 1 January 2025, the Target Company entered into an asset transfer agreement (“**APA**”) with Hasten Biopharmaceuticals (Asia) Limited. Pursuant to the APA, Hasten Biopharmaceuticals (Asia) Limited granted the Target Company with all of its right, title and interest (including but not limited to legal ownership and economic ownership) in a list of licensed products and other assets (collectively referred to as “**Acquired Assets**”) at a total consideration of USD156,623,000. Hasten Biopharmaceuticals (Asia) Limited also agreed to lend to the Target Company a loan of a principal sum of USD156,623,000 with a simple rate of 5% per annum, which shall be used solely and exclusively for the purpose of financing the transfer of the acquired assets.

Prior to being able to sale of products under the licensed intellectual property on its own, the Target Company shall change the engagement party of the distribution arrangements with distributors and product supply agreements with contract manufacturing organization of the products under the licensed intellectual from Hasten Biopharmaceuticals (Asia) Limited to the Target Company. As such, the Target Company also granted Hasten Biopharmaceuticals (Asia) Limited with a grant-back licensee to use, practice, exploit and utilize all rights, title and interest in and to the Acquired Assets during the transition period commencing on 1 January 2025 and ending on the date which the direct engagement by the Target Company has taken effect. In consideration of the grant-back license, Hasten Biopharmaceuticals (Asia) Limited shall pay to the Target Company a royalty on all revenue earned by Hasten Biopharmaceuticals (Asia) Limited arising from or relating to the use or exercise of any rights with respect to the Acquired Assets during such transition period.

(c) **Outstanding balances with related parties:**

	As at 31 December	
	2024	2025
	USD'000	USD'000
Amounts due to a related party:		
Hasten Biopharmaceuticals (Asia) Limited	—*	148,804
Total	—*	148,804

The balance with a related party is unsecured and carried interest at rates of 5% per annum from 1 January 2025. The Target Company has agreed with the related party that the amount will be repayable after 31 December 2026.

* The amount is less than USD1,000.

20. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

Financial assets at amortised cost

	As at 31 December	
	2024	2025
	USD'000	USD'000
Trade receivables	—	4,174
Cash and cash equivalents	—	404
Total	—	4,578

Financial liabilities at amortised cost

	As at 31 December	
	2024	2025
	USD'000	USD'000
Financial liabilities included in trade and other payables	—	2,744
Amounts due to a related party	—	148,804
Total	—	151,548

Management has assessed that the fair values of cash and cash equivalents, trade receivables, and financial liabilities included in trade and other payables approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The carrying amount of non-current portion of amounts due to a related party approximates to the fair value as the changes in fair value as a result of the Target Company's own non-performance risk for borrowings as at 31 December 2025 were assessed to be insignificant.

21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Target Company's principal financial instruments comprise cash and bank balances. The main purpose of these financial instruments is to raise finance for the Target Company's operations. The Target Company has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Target Company's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Target Company has transactional currency exposures. Such exposures arise from currencies other than the Target Company's functional currencies.

The following table demonstrates the sensitivity at the end of each of the Relevant periods to a reasonably possible change in the Thai Baht ("THB") exchange rates, with all other variables held constant, of the Target Company's profit before tax and the Target Company's equity.

	Increase/ (decrease) in rate of foreign currency %	Increase/ (decrease) in profit before tax USD'000	Increase/ (decrease) in equity USD'000
Year ended 31 December 2025			
If THB weakens against USD	5	(250)	(208)
If THB strengthens against USD	(5)	250	208

Credit risk

The Target Company trades only with recognised and creditworthy third parties. It is the Target Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Target Company's exposure to bad debts is not significant.

The credit risk of the Target Company's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Target Company trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Liquidity risk

The Target Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Target Company to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Target Company's financial liabilities as at the end of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	Within 1 year or on demand USD'000	1 to 5 years USD'000	Total USD'000
31 December 2024			
Amounts due to a related party	—*	—	—*
Total	—*	—	—*
	Within 1 year or on demand USD'000	1 to 5 years USD'000	Total USD'000
31 December 2025			
Financial liabilities included in other payables and accruals	2,744	—	2,744
Amounts due to a related party	—	163,684	163,684
Total	2,744	163,684	166,428

* The amount is less than USD1,000.

Capital management

The primary objectives of the Target Company's capital management are to safeguard the Target Company's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Target Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Target Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Target Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

22. EVENT AFTER THE RELEVANT PERIODS

On 7 April 2026, the EverSea Medicines (Singapore) Pte. Ltd., a wholly-owned subsidiary of Everest Medicines Limited, entered into a share purchase agreement with Hasten Biopharmaceuticals (Asia) Limited and the Target Company, pursuant to which (i) EverSea Medicines (Singapore) Pte. Ltd. conditionally agreed to acquire, and Hasten Biopharmaceuticals (Asia) Limited conditionally agreed to sell the entire equity interest of the Target Company for the consideration of USD250,000,000; and (ii) EverSea Medicines (Singapore) Pte. Ltd. agreed to take assignment of the Target Company's loan due to Hasten Biopharmaceuticals (Asia) Limited amounted to USD148,800,000.

23. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Target Company in respect of any period subsequent to 31 December 2025.

The following management discussion and analysis is based on the financial information of the Target Company during the track record period as set out in the Accountants' Report included in Appendix II to this circular.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The Target Company is a Singapore-incorporated limited liability company primarily engaged in the commercialization of prescription pharmaceutical products, with a strategic focus on chronic diseases and acute/critical care areas, particularly within the cardiovascular and metabolic segments. The Target Company holds the asset rights, including Marketing Authorization Holder (MAH) rights, trademarks, and broad commercial rights, for 14 branded chronic disease products across multiple countries and regions in Asia-Pacific.

Product and Territories

Branded Products									
Therapeutic Area	Thailand	Hong Kong	Taiwan	Australia	Malaysia	Philippines	Singapore	South Korea	Indication
Actos	✓	✓	✓	✓	✓	✓	✓		Type 2 Diabetes Mellitus
ActosMet	✓	✓	✓			✓			Type 2 Diabetes Mellitus
Blopress	✓	✓	✓		✓	✓			Hypertension and Heart Failure
Blopress Plus	✓	✓	✓			✓			Essential Hypertension
Edarbi	✓	✓	✓						Hypertension
Edarbyclor	✓	✓	✓						Hypertension
Madiplot	✓							✓	Essential Hypertension
Nesina	✓	✓	✓						Type 2 Diabetes Mellitus
NesinaMet	✓	✓	✓						Type 2 Diabetes Mellitus
Oseni	✓	✓	✓						Type 2 Diabetes Mellitus
Rozerem			✓						Insomnia
Unisia	✓		✓			✓			Essential Hypertension
Zafatek	✓								Type 2 Diabetes Mellitus
CaviD								✓	Calcium and Vitamin D3 deficiencies

Among the 14 brands, 8 brands contributed more than 85% of the business in the regions. of which the geographic availability of the eight branded products-Actos[®], Blopress[®], Blopress Plus[®], Edarbi[®], Nesina[®], Oseni[®], Madiplot[®], and CaviD[®]-varies based on historical regulatory approvals and commercialization status across the eight assessed markets: Thailand, Hong Kong, Taiwan, Australia, Malaysia, the Philippines, Singapore, and South Korea.

The Target Company holds the asset right of ActosMet[®], Actos[®], Madiplot[®] and NesinaMet[®] in several markets as listed in the table above. In addition, Edarbi[®], Edarbyclor[®], Nesina[®] and Oseni[®] are commercially available in Thailand, Hong Kong, and Taiwan. In comparison, Blopress[®], Blopress Plus[®] and Unisia[®] are present not only in these three markets but also in other markets such as Malaysia and the Philippines, offering a somewhat broader regional footprint. Rozerem[®], Zafatek[®] and CaviD[®] represent a distinct case, as each of them is available exclusively in one market respectively.

Notably, seven out of the eight top products have not any recorded commercial availability in Australia, Malaysia, the Philippines, or Singapore. This indicates a deliberate or historically determined regional concentration of our commercial footprint in selected Northeast and Southeast Asian markets, namely Thailand, Hong Kong, Taiwan, and South Korea, while leaving the other four surveyed territories unaddressed at present timepoint. Looking ahead, this geographic gap may present either a strategic opportunity for market expansion or remain an under-penetrated territory, depending on future regulatory, competitive, and pricing dynamics in those regions.

FINANCIAL REVIEW

Year Ended 31 December 2025 Compared to the Period from 12 April 2024 to 31 December 2024

	Year ended 31 December 2025	Period from 12 April 2024 to 31 December 2024
	<i>(USD in thousands)</i>	
Revenue	31,136	—
Cost of revenue	(3,274)	—
Gross profit	27,862	—
General and administrative expenses	(39)	—*
Distribution and selling expenses	(8,276)	—
Other gains	168	—*
Operating Profit	19,715	—*
Finance expenses	(7,831)	—
Profit before income tax	11,884	—*
Income tax expenses	(2,506)	—
Profit for the year attributable to the equity holders of the Company	9,378	—*
Total comprehensive income for the year attributable to the equity holders of the Company	9,378	—*

* The amount is less than USD1,000.

1. Overview

For the year ended 31 December 2025, the Target Company recorded revenue of USD31.1 million, comprising royalty income of USD26.0 million and product sales of USD5.1 million. After deducting product costs of USD3.3 million, gross profit amounted to USD27.9 million, representing a gross margin of 89.5% of revenue.

General and administrative expenses for the year ended 31 December 2025 were USD39,000. Distribution and selling expenses totaled USD8.3 million, primarily driven by amortization of intangible assets of USD7.8 million. For the year ended 31 December 2025, the Target Company recorded a net profit of USD9.4 million, after income tax expenses of USD2.5 million and finance expenses payable to the Seller of USD7.8 million.

2. Revenue

On 1 January 2025, the Target Company entered into an asset transfer agreement (the “ATA”) with the Seller for the transfer of assets (consisting of patents, patent applications, trademarks, service marks, trade names, service names, brand names, logos, domain names, copyrights, copyright registrations and applications in relation to certain products) acquired from Celltrion in June 2024. From the transfer effective date until the time the Target Company directly engages with or issues/receives invoices to/from the relevant contract manufacturing organization (CMO)/contract sales organization (CSO) (the “**Grant-back License Period**”), the Target Company grants the Seller a license to use the rights and interests in the acquired assets. In consideration, the Seller pays a royalty, net of transitional service fees. During the Grant-back License Period, the Seller provides transitional services (including legal, finance, tax, and human resources support) to the Target Company, which should be incurred by the Target Company.

For the year ended 31 December 2025, revenue was USD31.1 million, consisting of royalty income of USD26.0 million and product sales of USD5.1 million.

3. Distribution and Selling Expenses

Distribution and selling expenses for the year ended 31 December 2025 were USD8.3 million, primarily comprising amortization of intangible assets of USD7.8 million, as well as labor outsourcing expenses directly incurred by the Target Company and related operating expenses.

4. Operating Profit

Operating profit for the year ended 31 December 2025 was USD19.7 million.

5. Finance Expenses

Finance expenses for the year ended 31 December 2025 were USD7.8 million, mainly representing interest payable to the Seller under shareholder loan arrangements, which supported the Target Company’s acquisition of intangible assets from the Seller.

6. Income Tax Expenses

Income tax expense for the year ended 31 December 2025 was USD2.5 million, reflecting that a portion of intangible asset amortization is not tax-deductible.

7. Profit for the year attributable to the equity holders of the Company

The profit for the year attributable to equity holders of the Target Company for the year ended 31 December 2025 was USD9.4 million.

8. EBITDA Reconciliation

To supplement the Target Company's consolidated financial statements, the Target Company uses EBITDA for the year for measurement. The Target Company believes this measure provides useful information to shareholders and potential investors in understanding and evaluating the Target Company's operating performance.

The table below reconciles profit for the year attributable to equity holders of the Target Company to EBITDA for the year:

	Years Ended 31 December	
	2025	2024
	<i>(USD in thousands)</i>	
Profit for the year attributable to the equity holders of the Company	9,378	—
Added:		
Amortization of intangible assets	7,831	—
Financial expenses	7,831	—
Income tax expenses	2,506	—
EBITDA	<u>27,546</u>	<u>—</u>

9. Liquidity and Source of Funding

Total assets of the Target Company were approximately USD163.4 million as at 31 December 2025, comprising mainly of the intangible assets of approximately USD148.8 million, as well as the trade receivables of approximately USD4.2 million and inventories of approximately USD9.5 million of the Target Company. As at 31 December 2025, cash and cash equivalents of the Target Company were approximately USD0.4 million.

As at 31 December 2025, the Target Company had total liabilities of approximately USD154.1 million, which mainly comprised of (i) interest bearing long-term payables to the Seller of approximately USD148.8 million; (ii) trade and other payables and profit tax payable of approximately USD4.4 million; and (iii) long-term deferred tax liabilities of approximately USD0.8 million.

The Target Company currently maintains a positive working capital position and is fully funded by internal cash flows from operations, requiring no external debt or committed credit facilities to support its existing activities. However, as the business continues to scale and pursue strategic growth opportunities, management may evaluate and selectively utilize moderate debt financing to accelerate expansion initiatives, fund capital investments, or optimize the overall capital structure, while ensuring that any leverage remains within prudent limits and does not compromise the Company's liquidity resilience.

10. Treasury Policy

Our cash is invested solely in relatively liquid and low-risk instruments, such as bank deposits or money market instruments. The primary objective of our investment strategy is to generate finance income at a yield higher than the interest rate of current bank deposits, while emphasising the preservation of principal and maintenance of liquidity.

11. Pledge of Assets

As at 31 December 2025, the Target Company had no outstanding pledges, mortgages, liens, or other encumbrances over any of its assets.

12. Foreign Exchange Exposure

The Target Company's functional currency is the United States Dollar (USD), while the functional currency of its intermediate shareholder in China is Renminbi (RMB). During the year ended 31 December 2025, the Target Company primarily operated in Asia-Pacific countries, with most transactions settled in USD, consistent with the functional currency of its operating entities. Our financial assets and liabilities are subject to foreign currency risk due to certain cash and cash equivalents, trade receivables, and trade and other payables denominated in non-functional currencies. Fluctuations in exchange rates between functional and non-functional currencies could therefore affect our results of operations. As of 31 December 2025, aside from trade receivables denominated in foreign currencies, the Target Company had no significant foreign currency exposure from its operations. The Target Company did not enter into any hedging transactions to manage potential foreign currency fluctuations as of 31 December 2025.

13. Segmental information

The Target Company has only one reportable segment for the year ended 31 December 2025. As such, no segmental information is presented.

14. Capital commitment

The Target Company has no capital commitments during the year ended 31 December 2025.

15. Significant investment, material acquisitions and disposals

The Target Company did not hold any significant investment, or conduct any material acquisition or disposal of subsidiaries, associates or joint ventures during the Reporting Period.

16. Prospect for new business

The Target Company did not have any plans for new investment during the year ended 31 December 2025.

17. Future plans for material investments or capital assets

The Target Company did not have any plans for new investment during the year ended 31 December 2025.

18. Employees and remuneration policies

Due to the transitional nature of establishing its Singapore operations, the Target Company was unable to directly recruit its own employees during the year ended 31 December 2025. Instead, it engaged a third-party service provider to recruit and deploy full-time employees on its behalf in Singapore and local markets. As at 31 December 2025, the Target Company's frontline field force consisted of 120 such personnel deployed through this third-party arrangement.

During the year, the Target Company provided regular training to these employees on various topics, including environmental, social and governance (ESG) issues, intellectual property rights, and workplace safety.

For the year ended 31 December 2025, the Target Company fully complied with all applicable legal requirements in respect of employee remuneration. The remuneration paid to these employees comprised salaries, discretionary bonuses (subject to individual performance and the financial performance of the Target Company), social security insurance, medical insurance, and other competitive fringe benefits. The remuneration policy is determined based on the employees' responsibilities, abilities, skills, experience, and performance, as well as prevailing market salary levels. The Target Company reviews employee remuneration and benefits annually, taking into account relevant market practices and individual employee performance.

Looking ahead to 2026, the Target Company expects to have the operational capability to directly recruit its own employees in Singapore, thereby transitioning away from the third-party employment model.

19. Gearing ratio

Gearing ratio is calculated using interest-bearing borrowings less bank balances and cash, divided by total equity and multiplied by 100%. As at 31 December 2025 excluding interest-bearing long-term payables due to the Seller, the Company would be in a net cash position, and the gearing ratio would not be applicable. However, the Target Company reported gearing was 1,582%, primarily attributable to these payables to the Seller.

20. Contingent liabilities

As at 31 December 2025, the Target Company did not have any contingent liabilities.

The following is the text of a report received from the Company's independent reporting accountants, Ernst & Young, Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance, for the purpose of incorporation in this circular.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

The information set out below is for illustrative purpose only and does not form part of the accountants' report as set out in Appendix II to this Circular.

The unaudited pro forma financial information (the **"Unaudited Pro Forma Financial Information"**) of Everest Medicines Limited (the **"Company"**) and its subsidiaries (hereinafter collectively referred to as the **"Group"**), and Hasten Biopharmaceuticals (SG) Pte. Ltd. (the **"Target Company"**) (the Group together with the Target Company are collectively referred to as the **"Enlarged Group"**), has been prepared by the directors of the Company (the **"Directors"**) in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **"Listing Rules"**), for the purpose of illustrating the effect of the proposed acquisition of the entire equity interest of the Target Company (the **"Acquisition"**) as if the Acquisition had been completed on 31 December 2025 for the unaudited pro forma consolidated statement of financial position of the Enlarged Group.

The unaudited pro forma consolidated statement of financial position of the Enlarged Group has been prepared based on: (i) the consolidated statement of financial position of the Group as at 31 December 2025, which was extracted from the annual report of the Company for the year ended 31 December 2025 ; and (ii) the statement of financial position of the Target Company as at 31 December 2025, which was extracted from the accountants' report thereon set out in Appendix II to this circular, and adjusted in according with the pro forma adjustments described in the notes thereon, as if the Acquisition had been completed on 31 December 2025.

A narrative description of the pro forma adjustments of the Acquisition that are directly attributable to the transactions and factually supportable, is summarised in the accompanying notes.

The Unaudited Pro Forma Financial Information is prepared based on a number of assumptions, estimates, uncertainties and currently available information, and is provided for illustrative purposes only. Accordingly, as a result of the nature of the Unaudited Pro Forma Financial Information, it may not give a true picture of the actual financial position of the Enlarged Group that would have been attained had Acquisition been completed on the dates indicated herein. Furthermore, the Unaudited Pro Forma Financial Information does not purport to predict the Enlarged Group's future financial position.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group as set out in the annual report of the Company for the year ended 31 December 2025, and that of the Target Company, as set out in Appendix II to this circular, and other financial information included elsewhere in this circular. The Unaudited Pro Forma Financial Information of the Enlarged Group does not take into account any trading or other transactions subsequent to the dates of the respective financial statements of the companies comprising the Enlarged Group.

APPENDIX IV
**UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE ENLARGED GROUP**
**B. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL
POSITION OF THE ENLARGED GROUP**
As at 31 December 2025

	Pro forma adjustments						
	The Group		The Target Company				The Enlarged Group
	Note 1	Note 2	Note 2	Note 3	Note 4	Note 5	
	RMB'000	USD'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS							
Property, plant and equipment	567,451	—	—	—	—	—	567,451
Right-of-use assets	89,058	—	—	—	—	—	89,058
Intangible assets	2,090,932	148,791	1,045,822	—	—	—	3,136,754
Investment in an associate	302,103	—	—	—	—	—	302,103
Goodwill	—	—	—	—	—	637,121	637,121
Other non-current assets	112,364	—	—	—	—	—	112,364
Deferred tax assets	299,524	—	—	—	—	—	299,524
Total non-current assets	3,461,432	148,791	1,045,822	—	—	637,121	5,144,375
CURRENT ASSETS							
Inventories	32,222	9,515	66,879	—	—	—	99,101
Trade receivables	500,017	4,174	29,338	—	—	—	529,355
Prepayments and other current assets	109,838	548	3,852	—	—	—	113,690
Bank deposits	887,086	—	—	—	—	—	887,086
Cash and cash equivalents	1,844,385	404	2,840	1,054,320	(5,305)	(1,054,320)	1,841,920
Total current assets	3,373,548	14,641	102,909	1,054,320	(5,305)	(1,054,320)	3,471,152
CURRENT LIABILITIES							
Trade and other payables	595,702	2,744	19,287	—	—	—	614,989
Borrowings	74,435	—	—	—	—	—	74,435
Lease liabilities	19,476	—	—	—	—	—	19,476
Profit tax payable	—	1,660	11,668	—	—	—	11,668
Total current liabilities	689,613	4,404	30,955	—	—	—	720,568
NET CURRENT ASSETS	2,683,935	10,237	71,954	1,054,320	(5,305)	(1,054,320)	2,750,584
TOTAL ASSETS LESS CURRENT LIABILITIES							
	6,145,367	159,028	1,117,776	1,054,320	(5,305)	(417,199)	7,894,959

	Pro forma adjustments						The Enlarged Group
	The Group		The Target Company				
	Note 1 RMB'000	Note 2 USD'000	Note 2 RMB'000	Note 3 RMB'000	Note 4 RMB'000	Note 5 RMB'000	
NON-CURRENT LIABILITIES							
Borrowings	792,118	—	—	1,054,320	—	—	1,846,438
Lease liabilities	40,247	—	—	—	—	—	40,247
Deferred income	5,743	—	—	—	—	—	5,743
Provision	3,500	—	—	—	—	—	3,500
Trade and other payables	—	—	—	—	—	629,788	629,788
Amounts due to related parties	—	148,804	1,045,914	—	—	(1,045,914)	—
Deferred tax liabilities	—	846	5,946	—	—	64,843	70,789
Total non-current liabilities	841,608	149,650	1,051,860	1,054,320	—	(351,283)	2,596,505
Net assets	<u>5,303,759</u>	<u>9,378</u>	<u>65,916</u>	<u>—</u>	<u>(5,305)</u>	<u>(65,916)</u>	<u>5,298,454</u>
EQUITY							
Equity attributable to owners of the parent							
Share capital	241	—	—	—	—	—	241
Reserves	15,625,320	—	—	—	—	—	15,625,320
Accumulated deficits	(10,554,158)	9,378	65,916	—	(5,305)	(65,916)	(10,559,463)
Accumulated other comprehensive income	232,356	—	—	—	—	—	232,356
Total equity	<u>5,303,759</u>	<u>9,378</u>	<u>65,916</u>	<u>—</u>	<u>(5,305)</u>	<u>(65,916)</u>	<u>5,298,454</u>

C. NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

1. The amounts are extracted from the annual report of the Company for the year ended 31 December 2025.
2. The amounts are extracted from the accountants' report thereon set out in Appendix II to this circular.

The functional currency and the presentation currency of the Target Company is USD. For illustrative purpose, the assets, liabilities and equity of the Target Company as at 31 December 2025 are translated into RMB, the presentation currency of the Company, at the exchange rate of USD1 to RMB7.0288. No representation is made that USD amounts have been, could have been or could be translated to RMB amounts, or vice versa, at that rate or at any other rates or at all.

3. Pursuant to the share purchase agreement dated 7 April 2026, EverSea Medicines (Singapore) Pte. Ltd. ("**Everest SG**") agreed to acquire the entire of the equity interest in the Target Company for a consideration of USD250,000,000, payable in three installments. Everest SG shall pay to Hasten Biopharmaceuticals (Asia) Limited ("**Hasten Asia**") the first Installment of USD150,000,000 at the completion of the transactions contemplated under the share purchase agreement ("**Closing**") and each of the second installment of USD50,000,000 and third installment of USD50,000,000 shall be paid by Everest SG on the fulfilment of a number of conditions.

The completion of the Acquisition is dependent on the fulfilment of a number of conditions, among others, the approval from the shareholders of the Company. For the purpose of unaudited pro forma consolidated statement of financial position, Everest SG would borrow an additional bank loan of USD150,000,000 (equivalent to RMB1,054,320,000) as if the Acquisition had completed on 31 December 2025. The first installment of USD150,000,000 (equivalent to RMB1,054,320,000) is assumed to be satisfied by loans of USD150,000,000 (equivalent to RMB1,054,320,000) and the second and third installment is assumed to be satisfied by cash of USD100,000,000 (equivalent to RMB702,880,000).

4. The adjustment represents the estimated transaction costs of approximately RMB5,305,000 incurred by the Group in connection with the Acquisition for the year ended 31 December 2025. For the purpose of unaudited pro forma consolidated statement of financial position, the estimated transaction costs of RMB5,305,000 was assumed to be paid as if the Acquisition had completed on 31 December 2025.

This adjustment on transaction costs is not expected to have continuing effect on the Enlarged Group's consolidated statement of financial position.

5. The adjustment represents the consolidation adjustments to eliminate the pre-acquisition reserves of the Target Company and record the provisional goodwill in the Target Company as if the Acquisition had completed on 31 December 2025.

Under IFRS 3 *Business Combinations* as issued by the International Accounting Standards Board (the “IASB”), the Group will apply the acquisition method to account for the Acquisition of the entire equity interest of the Target Company in the consolidated financial statements of the Group.

The goodwill arising from the Acquisition is calculated as follows:

	<i>Notes</i>	<i>RMB'000</i>
Purchase cost of the Group	(a)	1,684,108
Less: Fair value of identifiable net assets acquired (net of Shareholder Loan)	(b)	<u>(1,046,987)</u>
Goodwill arising from the Acquisition (the “ Goodwill ”)	(c)	<u><u>637,121</u></u>

Notes:

- (a) The purchase cost represents present value of the cash consideration as mentioned in Note 3 which is discounted by using an estimated effective interest rate as if the Acquisition had completed on 31 December 2025.
- (b) For the purpose of this Unaudited Pro Forma Financial Information of the Enlarged Group, in the opinions of the Directors, the fair value of identifiable assets and liabilities of the Target Company is subject to change upon completion of the Acquisition because the fair value of identifiable assets and liabilities being acquired shall be assessed on the date of completion.

For the purpose of this Unaudited Pro Forma Financial Information of the Enlarged Group, the Directors had assumed that the carrying values of the identifiable assets and liabilities of the Target Company as at 31 December 2025 approximate to their fair values, which will be reassessed on the completion date of the Acquisition. Pursuant to the terms and conditions of the share purchase agreement, at Closing, Everest SG agreed to take assignment of the Target Company’s loan due to Hasten Asia (“**Shareholder Loan**”) in the amount of USD148,804,000 (approximately RMB1,045,914,000), included deferred tax liabilities disclosed below. Therefore, the fair value of identifiable net assets acquired equals to the Target Company’s net assets plus the Shareholder Loan. The fair values of identifiable assets and liabilities being acquired may subject to change after further assessment by the Directors at the Completion Date.

As intangible assets are acquired in a business combination, the Company recognises deferred tax liabilities of RMB64,843,000 that arise from the difference between the fair value of the intangible assets acquired and their tax bases. Since the fair value of the identifiable net assets of the Target Company at Closing may substantially be different from the fair values used in the preparation of the Unaudited Pro Forma Financial Information, the final amounts of the identifiable net assets (including intangible assets) and goodwill to be recognised in connection with the Acquisition may be different from the amounts presented above.

- (c) According to the Group's accounting policy, after initial recognition, the Goodwill will be measured at cost less any accumulated impairment losses. The Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment testing, the Goodwill is, from the acquisition date, allocated to one of the Group's cash generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Further, according to the Group's accounting policy, impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash generating units) to which the Goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash generating units) is less than the carrying amount, an impairment loss will be recognized. An impairment loss recognized for the Goodwill will not be reversed in a subsequent period.

In the preparation of this Unaudited Pro Forma Financial Information of the Enlarged Group, the Directors had performed an impairment assessment of the Goodwill in accordance with IAS 36 *Impairment of Assets* and the Group's accounting policy. Based on the impairment test, the recoverable amount of the cash-generating unit in which the Target Company was assigned exceeds its carrying amount and accordingly, no pro forma adjustment in respect of goodwill impairment is made by the Directors in the Unaudited Pro Forma Financial Information for the Enlarged Group. Such assessment assumed that (i) there are no major material adverse changes in the fair values of the assets and liabilities; and (ii) the identifiable assets and liabilities can be realized at their book values. However, should there be any adverse changes to the business of the Target Company, including but not limited to, any subsequent adverse changes in the operation, impairment may be required to be recognized against the Goodwill in accordance with IAS 36 and the Group's accounting policy.

The Directors confirmed that they will apply consistent accounting policies, principal assumptions and valuation method to assess impairment of the Goodwill in subsequent reporting periods in accordance with the requirement of IAS 36.

- (d) For the purpose of the Unaudited Pro Forma Financial Information of the Enlarged Group, the amounts stated in USD are converted into RMB at the rate of USD1 to RMB7.0288, which was the exchange rate prevailing on 31 December 2025 with reference to the rate published by the People's Bank of China.

**D. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF THE UNAUDITED PRO FORMA FINANCIAL
INFORMATION**

The following is the text of a report received from the Company's reporting accountant, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

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香港鰂魚涌英皇道979號
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To the Directors of Everest Medicines Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Everest Medicines Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 31 December 2025, and related notes as set out on pages IV-1 to IV-6 of the circular dated 3 June 2026 (the “**Circular**”) issued by the Company (the “**Unaudited Pro Forma Financial Information**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in section C of Appendix IV of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed acquisition of the entire equity interest of Hasten Biopharmaceuticals (SG) Pte. Ltd. (the “**Acquisition**”) on the Group's financial position as at 31 December 2025 as if the transaction had taken place at 31 December 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2025, on which an audit report has been published.

Directors' responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline (“**AG**”) 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our independence and quality management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* as issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* as issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 as issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Acquisition on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Ernst & Young

Certified Public Accountants

Hong Kong

3 June 2026

The following is the text of a valuation report prepared for the purpose of incorporation in this circular received from PG Advisory Global Limited, an independent valuer, in connection with the valuation of the equity value of the Target Company before the Shareholder Loan as of 31 March 2026.

EVEREST MEDICINES (SINGAPORE) PTE. LTD.

Dear Sir/Madam,

1. EXECUTIVE SUMMARY

Based on the agreement between EVEREST MEDICINES (SINGAPORE) PTE. LTD. (hereinafter referred to as “**Everest Medicines (Singapore)**” or “**the Company**”) and PG Advisory Global Limited (hereinafter referred to as “**PG Advisory**” or “**We**”), Everest Medicines (Singapore)’s affiliate, EverSea Medicines (Singapore) Pte. Ltd., (hereinafter referred to as “**EverSea Medicines**” or “**the Purchaser**”), a wholly-owned subsidiary of the Everest Medicines Limited (hereinafter referred to as “**Everest Medicines**”), plan to acquire 100% of the issued share capital of the Hasten Biopharmaceuticals (SG) Pte. Ltd. (hereinafter referred to as “**Hasten**”, or “**the Target Company**”) and to take assignment of the shareholder loan expected to arise from the acquisition (hereinafter referred to as “**Shareholder Loan**”).

Accordingly, the Company has engaged us to conduct a valuation analysis of the market value of the total equity interest (before Shareholder Loan) of Hasten as of March 31, 2026 (hereinafter referred to as “**the Valuation Date**”) for internal reference purposes by the Company.

We hereby confirm that we are an independent valuer engaged by Everest Medicines (Singapore) on an arm’s length basis for the purpose of this valuation only. There has been no prior business relationship, entrustment, or valuation engagement of any kind between our firm and the Company or its connected persons. Furthermore, neither the firm nor the valuation team involved has any financial interest, shareholding, or personnel relationship (including directorship, employment, or secondment) with the Company or its connected persons that would impair our objectivity in providing this valuation.

We understand that the Company will conduct an independent assessment before making any business decisions. The information we have used in this report comes from various sources identified throughout the report. This report is based on financial data provided by the Company and its representatives, as well as publicly available industry resources. The Company has committed to us that it will assume full responsibility for the accuracy, completeness, and validity of the financial data and the judgments and conclusions derived from any related key assumptions. We will not conduct any audit or due diligence review to verify the truthfulness, accuracy, or reliability of the information we obtain during this project. We neither assume any responsibility nor express any opinion regarding the accuracy or completeness of the information provided by the Company. Although our work involves analyzing the Target Company's financial and accounting information, for the purposes of this engagement — and unless otherwise stated in this report — we will not perform audits or other assurance engagements in accordance with the professional standards issued by the relevant Certified Public Accountants Association. Consequently, we do not provide audit opinions, certifications, or any other form of assurance regarding the services or information upon which we rely.

To the fullest extent permitted by law, we shall not owe any duty of care to any third party with respect to this report and/or any related information or interpretations (collectively referred to as “**Information**”). Accordingly, to the extent permitted by law, we shall not be liable to any third party outside the Company for any consequences arising from actions taken or not taken by such third party based on the Information — whether under contract, tort (including negligence), or otherwise.

About the information and data provided by other parties and relied upon in whole or in part in the conclusions of the value analysis presented in this report, we assume them to be credible without conducting any verification. We make no warranty as to the accuracy of such information and data.

We assume no responsibility for changes in market conditions, nor are we obligated to revise our report to reflect events or circumstances that occur after the date of issuance of the report.

Value analysis is, in essence, not an exact science. In many cases, the conclusions drawn from value analysis will inevitably carry elements of subjectivity and personal judgment. Although the recommendations we present in our report are based on the methods and theories, we deem appropriate for this project, we cannot guarantee that the values or value ranges proposed in the report will be accepted by other parties.

The analyses, judgments, and conclusions in our value analysis report are subject to the assumptions and limitations set forth in the appraised value analysis report. The value analysis report is used. The party concerned shall fully consider the assumptions, limitations, special notes, and their impact on the conclusions of the value analysis as set forth in the value analysis report.

The party concerned shall fully consider the assumptions, limitations, special notes, and their impact on the conclusions of the value analysis as set forth in the value analysis report.

Based on the information and analysis summarized in this report, the market value of the total equity interest (before Shareholder Loan) of Hasten as of the Valuation Date is as follows (Unit: USD in millions):

Target Company	Value Analysis Methods	Market Value of the Total Equity Interest (before Shareholder Loan)
Hasten	Market Multiple Method	323

Yours faithfully,
For and on behalf of
PG Advisory
Shao Jiaqi
CFA, FRM
Partner

PG Advisory Global Limited

3 June 2026

Note: PG Advisory is a leading financial advisory firm which provides valuation, financial due diligence, transaction advisory, financial and tax consulting services. PG Advisory owns over 120 experienced professionals based in Beijing, Shanghai, Hangzhou, Shenzhen, Wuhan, and Hong Kong.

Ms. Shao Jiaqi is a partner at PG Advisory. She has dedicated herself to the business valuation for more than 15 years. She developed plenty of valuation projects across a wide range of industries in support of financial reporting, tax planning and compliance, strategic planning, financing, mergers, and acquisition purpose. She has led teams to conduct valuation services for more than 50 companies listed in NYSE, NASDAQ, and HKEx.

2. INTRODUCTION

2.1 Valuation Background

Based on the agreement between EVEREST MEDICINES (SINGAPORE) PTE. LTD. (hereinafter referred to as “**Everest Medicines (Singapore)**” or “**the Company**”) and PG Advisory Global Limited (hereinafter referred to as “**PG Advisory**” or “**We**”), Everest Medicines (Singapore)’s affiliate, EverSea Medicines (Singapore) Pte. Ltd., (hereinafter referred to as “**EverSea Medicines**” or “**the Purchaser**”), a wholly-owned subsidiary of the Everest Medicines Limited (hereinafter referred to as “**Everest Medicines**”), planned to acquire 100% of the issued share capital of the Hasten Biopharmaceuticals (SG) Pte. Ltd. (hereinafter referred to as “**Hasten**”, or “**the Target Company**”) and to take assignment of the shareholder loan expected to arise from the acquisition (hereinafter referred to as “**Shareholder Loan**”).

2.2 Valuation Purpose and Scope

Everest Medicines (Singapore) has engaged us to conduct a valuation analysis of the market value of the total equity interest (before Shareholder Loan) of Hasten as of March 31, 2026 (hereinafter referred to as “**the Valuation Date**”) for internal reference purposes by the Company.

Market value definition: The equilibrium price at which an asset can be traded under fair market conditions, where both the buyer and seller are acting voluntarily, informed, and rationally.

2.3 Valuation Date

The Valuation Date is shown in the table below.

No.	Target Company	Value Analysis Scope	Valuation Date
1	Hasten	Total Equity Interest (before Shareholder Loan)	31 March, 2026

3. COMPANY PROFILE

3.1 The Company

EVEREST MEDICINES (SINGAPORE) PTE. LTD. is a biopharmaceutical company focused on the research and development, clinical development, manufacturing and commercialization of innovative drugs, committed to addressing unmet medical needs in the global market. Everest Medicines’ management team boasts profound expertise and extensive experience at leading pharmaceutical enterprises in China and around the world.

3.2 EverSea Medicines

EverSea Medicines (Singapore) Pte. Ltd. is an affiliated company of EVEREST MEDICINES (SINGAPORE) PTE. LTD.

3.3 Everest Medicines

Everest Medicines Limited (SEHK:1952) is the holding company of EverSea Medicines, which is a wholly owned subsidiary.

3.4 Target Company

Hasten Biopharmaceuticals (SG) Pte. Ltd. is an overseas affiliated entity of Hasten Biopharmaceutical Co., Ltd. The company is committed to continuously advancing the disease management ecosystem for chronic and critical illnesses, and strives to build China's leading innovative medical enterprise to benefit a wider patient population and deliver social value.

4. VALUE ANALYSIS METHODS

4.1 General Value Analysis Method

The value analysis methods generally fall into three basic categories: the asset-based approach, the market approach, and the income approach. The following provides a brief introduction to these three value analysis methods:

The asset-based approach refers to a general term for various valuation methods that first calculate and analyze the replacement cost of assets, then assess and quantify various depreciation factors already affecting those assets and finally deduct these depreciation factors from the replacement cost to arrive at the asset's value. The fundamental premise of the asset-based approach is to reconstruct or replace the asset itself. This analytical technique assumes that any potential investor, when deciding whether to invest in an asset, will not be willing to pay more than the current replacement cost of building that asset. If the investment object is not brand new, the price the investor is willing to pay will be the replacement cost of a brand-new asset minus various depreciation factors. The asset-based approach is a widely used valuation methodology. The asset-based approach refers to a general term for various valuation methods that first calculate and analyze the replacement cost of assets, then assess and quantify various depreciation factors already affecting those assets and finally deduct these depreciation factors from the replacement cost to arrive at the asset's value. The fundamental premise of the asset-based approach is to reconstruct or replace the asset itself. This analytical technique assumes that any potential investor, when deciding whether to invest in an asset, will not be willing to pay more than the current replacement cost of building that asset. If the investment object is not brand-new, the price the investor is willing to pay will be the replacement cost of a brand-new asset minus various depreciation factors. The asset-based approach is a widely used valuation methodology.

The market approach refers to a general term for various methods that use the recent transaction prices of similar or comparable assets in the market and, through direct comparison or analogous analysis, calculate the value of an asset. The market approach is an appraisal technique that, based on the principle of substitution, employs comparative and analogical reasoning and methodologies to determine asset value. This analytical approach holds that any rational investor, when acquiring an asset, would not be willing to pay more than the current market price of a substitute asset with the same intended use. The market approach is the most straightforward and persuasive valuation method.

The income approach refers to a general term for various analytical methods that assess asset value by analyzing the present value of an asset's expected future earnings. The income approach employs capitalization and discounting techniques and methodologies to evaluate and analyze asset value. This valuation technique is based on the premise that any rational investor, when acquiring or investing in an asset, will not be willing to pay or invest more than the amount of money that the acquired or invested asset can generate in the future, in other words, its expected returns. By utilizing technical tools such as investment return analysis and discounted cash flow calculations, the income approach takes the asset's anticipated output capacity and profitability as the key factors for analyzing and determining its value.

Given the characteristics of the Target Company, there are substantial limitations to both the income approach and the cost approach in valuing the Target Company. In particular:

- (i) the income approach requires subjective assumptions to which the valuation is highly sensitive, and even small changes in key inputs (such as discount rates, growth assumptions, or project timing) may lead to significant fluctuations in the valuation outcome;
- (ii) the cost approach is based on the replacement or reproduction cost of the underlying assets, which does not adequately capture the value of the Target Company as going concerns; and
- (iii) the Target Company derive significant value from intangible factors such as established operations, market position and company relationships, as well as their future earning potential, which are not fully reflected under the cost approach.

In view of the above, we have adopted the market approach for the valuation of the Target Company. The market approach is applied to company for which sufficient and reliable comparable publicly listed company can be identified, allowing market-derived indicators to serve as appropriate basis for estimating value.

4.2 Market Approach — Market Multiple Method

4.2.1 Selection of the Value Multiple

The value multiple typically includes profitability ratios, asset ratios, revenue ratios, and other specific ratios. When selecting, calculating, and applying value ratios, we generally take into account:

- The value multiple for selection helps to reasonably determine the value of the valuation analysis subject.
- The data scope and the calculation method for the value multiple are consistent.

Based on a comprehensive comparative analysis and assessment of the Target Company's industry and its own financial condition, we have selected the most appropriate valuation multiple for this valuation analysis. The specific reasons for our selection are as follows:

Given the characteristics of the Target Company, EV/EBITDA is adopted as the primary valuation multiple. EV/EBITDA is widely used in the valuation of pharmaceutical companies because it reflects the operating performance of a business before the effects of capital structure, taxes, and non-cash accounting items. Furthermore, EBITDA serves as a proxy for the underlying cash-generating ability of the target company. Compared with multiples based on net profit, EV/EBITDA is less affected by differences in financing arrangements, depreciation policies, and tax positions among comparable companies, thereby enhancing comparability.

4.2.2 Selection of Comparable Listed Companies

Based on discussions with the management of the Company and an extensive review of publicly listed companies with business operations comparable to those of the Target Company, a group of comparable companies was identified. These companies were selected through a comparative analysis of their development stage, business characteristics, and operating profiles relative to the Target Company, and were determined to be appropriate comparables for use in this valuation analysis.

Given that the Target Company has actual operations in some major Asian markets, we select market comparable companies based on the following selection criteria:

- (i) (a) companies classified under the Pharmaceuticals industry within the S&P Capital IQ Tree (excerpted from the Capital IQ database), and (b) whose products fall under the relevant therapeutic areas;
- (ii) companies whose core business is located in Greater China and Southeast Asia;
- (iii) companies listed in Hong Kong, Taiwan, and other Southeast Asian regions (i.e. Singapore, Thailand, Indonesia, and Vietnam); and
- (iv) companies whose market capitalization is not significantly small.

Accordingly, a total of eight comparable companies were selected, comprising four Hong Kong-listed companies that are highly comparable to the Target Company in terms of business model, therapeutic focus, and commercial stage, as well as four Taiwan and Southeast Asian companies that serve as supplementary comparables due to their regional relevance and similar product focus. Although companies across other major Southeast Asian markets were also reviewed, only the Taiwan- and Vietnam-listed companies were ultimately considered sufficiently comparable to the Target Company based on their business activities, therapeutic focus, and operational profile.

Comparable companies selected are as follows:

China Medical System Holdings Limited (Stock Code: SEHK:867)

China Medical System Holdings Limited, an investment holding company, manufactures, sells, markets, and promotes pharmaceutical products. The company primarily operates in Mainland China, which contributed the substantial majority of its revenue. Its major therapeutic areas include Cardiovascular-Kidney-Metabolic diseases, central nervous system, gastroenterology, ophthalmology and skin health. The company was founded in 1995 and is headquartered in North Point, Hong Kong. China Medical System Holdings Limited is a subsidiary of Treasure Sea Limited.

Grand Pharmaceutical Group Limited (stock code: SEHK:512)

Grand Pharmaceutical Group Limited, an investment holding company, engages in the research and development, manufacture, and sale of pharmaceutical biotechnology and healthcare products, and pharmaceutical raw materials. The company primarily operates in Mainland China. Its major therapeutic areas include cardiovascular and emergency medication products, biotechnology-related pharmaceutical products, ophthalmology and health related products, respiratory related products, and nuclear medicine anti-tumor diagnosis and treatment. The company was incorporated in 1995 and is based in Central, Hong Kong.

Luye Pharma Group Ltd. (stock code: SEHK:2186)

Luye Pharma Group Ltd., together with its subsidiaries, develops, produces, markets, and sells pharmaceutical products in the People's Republic of China, the United States, Europe, and internationally. The company primarily operates in Mainland China. The company distributes and sells pharmaceutical drugs; research and development of antibody drugs; and manufactures and sells biopharmaceutical products. Its major therapeutic areas include central nervous system ("CNS"), oncology, cardiovascular, pain management, and other specialty therapeutic areas. Luye Pharma Group Ltd. was founded in 1994 and is headquartered in Yantai, the People's Republic of China.

Simcere Pharmaceutical Group Limited (SEHK:2096)

Simcere Pharmaceutical Group Limited, an investment holding company, engages in the research, development, manufacture, and sale of pharmaceutical products to distributors, pharmacy chains, and other pharmaceutical manufacturers. The company primarily operates in Mainland China, with major therapeutic focuses on oncology, central nervous system, autoimmune, anti-infection, cardiovascular, and others. The company was founded in 1995 and is headquartered in Nanjing, China.

Standard Chemical & Pharmaceutical Co., Ltd. (TWSE:1720)

Standard Chemical & Pharmaceutical Co., Ltd., together with its subsidiaries, manufactures and sells pharmaceutical products. The company primarily operates in Taiwan. The company offers Chinese and western medicines. It also provides western pharmaceuticals for cardiovascular, metabolic, genitourinary and sex steroids, respiratory, musculoskeletal, digestive, nervous, and circulatory systems; anti-infectives and topical medications; and cancer and cancer antiemetic. It also exports its products. The company was incorporated in 1967 and is headquartered in Tainan City, Taiwan.

Lotus Pharmaceutical Co., Ltd. (TWSE:1795)

Lotus Pharmaceutical Co., Ltd. engages in the research and development, manufacture, and sale of generic pharmaceutical products. The company primarily operates in Taiwan, South Korea, and the United States. Its product portfolio focuses on generics in the fields of oncology, central nervous system, cardiovascular diseases. Lotus Pharmaceutical Co., Ltd. was incorporated in 1966 and is headquartered in Taipei City, Taiwan.

DHG Pharmaceutical Joint Stock Company (HOSE: DHG)

DHG Pharmaceutical Joint Stock Company, together with its subsidiaries, engages in the manufacture and sale of pharmaceutical products. The company primarily operates in Vietnam. The company offers antibiotic, analgesic and antipyretic, respiratory, nutrition, musculoskeletal, gastrointestinal and hepatobiliary, nervous and ophthalmic, cardiovascular and diabetic products. It also exports its products. DHG Pharmaceutical Joint Stock Company was founded in 1974 and is headquartered in Can Tho, Vietnam. DHG Pharmaceutical Joint Stock Company is a subsidiary of Taisho Pharmaceutical Co., Ltd.

Imexpharm Corporation (HOSE:IMP)

Imexpharm Corporation operates as a pharmaceutical company. The company primarily operates in Vietnam. The company's products include cardiovascular, ophthalmology, musculoskeletal system, analgesic — anti-inflammatory — antipyretics, respiratory system, antihistamines and anti-allergy, central nervous system, digestive system, diabetes, anti-parasitic, external drugs, vitamins and minerals, and supplements. The company was founded in 1997 and is headquartered in Cao Lãnh, Vietnam.

4.2.3 Analysis of the Calculation Process

We conduct a valuation multiple analysis on the selected comparable companies and determine the appropriate valuation multiples by taking into account the circumstances of the Target Company.

The comparable companies selected were China Medical System Holdings Limited, Grand Pharmaceutical Group Limited, Luye Pharma Group Ltd., Sincere Pharmaceutical Group Limited, Standard Chemical & Pharmaceutical Co., Ltd., Lotus Pharmaceutical Co., Ltd., DHG Pharmaceutical Joint Stock Company and Imexpharm Corporation. Their EV/EBITDA multiples as of the Valuation Date were approximately 12.8x, 11.5x, 6.4x, 15.6x, 7.3x, 12.2x, 10.0x and 14.6x, respectively, as illustrated below.

Ticker	Comparable Companies	EV/EBITDA
SEHK:867	China Medical System Holdings Limited	12.8x
SEHK:512	Grand Pharmaceutical Group Limited	11.5x
SEHK:2186	Luye Pharma Group Ltd.	6.4x
SEHK:2096	Sincere Pharmaceutical Group Limited	15.6x
TWSE:1720	Standard Chemical & Pharmaceutical Co., Ltd.	7.3x
TWSE:1795	Lotus Pharmaceutical Co., Ltd.	12.2x
HOSE:DHG	DHG Pharmaceutical Joint Stock Company	10.0x
HOSE:IMP	Imexpharm Corporation	<u>14.6x</u>
Average		11.3x
Median		11.8x
Selected		11.8x

Based on the Median EV-to-EBITDA ratio of 11.8x, Hasten's EBITDA for the year of 2025 amounted to USD27.5 million. Applying this valuation multiple to the relevant financial data, Hasten's enterprise value was estimated at USD325.9 million.

No adjustment was made for the shareholder loan in arriving at the equity value as the shareholder loan is subject to a contemplated dollar-for-dollar assignment mechanism. Accordingly, the equity value before shareholder loan is considered to more appropriately reflect the basis of the transaction consideration.

Subsequently, cash and cash equivalents of approximately USD400,000 (approximately RMB2,755,000) on the balance sheet of the Target Company as of 31 December 2025 were added. After applying the discount for lack of marketability and control premium with reference to the *Moore Control Premium & Discount for Lack of Marketability Study*, Hasten's total equity interest (before Shareholder Loan) on a non-marketable and controlling basis was estimated at approximately USD323 million.

4.3 Other Valuation Considerations

4.3.1 Discount for Lack of Marketability ("DLOM")

Liquidity refers to the marketability of equity interests, that is, the speed and ease with which owners can convert their equity interests into cash when they choose to sell them. The application of a discount for lack of marketability reflects the fact

that equity interests in private companies do not have an established trading market. As a result, equity interests in private companies are generally less readily marketable than those of publicly listed companies. Accordingly, the value of equity interests in a private company is typically lower than that of comparable equity interests in publicly listed companies.

In this valuation analysis, where the market approach using the market multiple method is applied, the discount for lack of marketability of 20.1% is adopted, with reference to the average DLOM figures from the *Moore Control Premium & Discount for Lack of Marketability Study* issued in February 2026 representing the average statistics reported in the study for the trailing 12-month period ended 31 December 2025.

4.3.2 Control Premium (“CP”)

A controlling interest in a company provides significant advantages in decision-making with respect to business operations and strategic development. In particular, the holder of a controlling interest has the ability to influence the company’s cash flow allocation and discretionary expenditures. As a result, a controlling interest typically carries a higher value than a minority interest, which is subject to the decisions, governance practices and management capabilities of the controlling shareholders.

In this valuation analysis, where the market approach using the market multiple method is applied, the control premium of 23.9% is adopted, with reference to the average CP figures from the *Moore Control Premium & Discount for Lack of Marketability Study* issued in February 2026 representing the average statistics reported in the study for the trailing 12-month period ended 31 December 2025.

100% Equity Value (before shareholder loan) on non-marketable and controlling basis = Equity Value (pre adjustment)*(1-DLOM)*(1+CP).

5. VALUE ANALYSIS CONCLUSION

Based on the information and analysis summarized in this report, the market value of the total equity interest (before Shareholder Loan) of Hasten as of the Valuation Date is as follows (Unit: USD in millions):

Target Company	Value Analysis Methods	Market Value of the Total Equity Interest (before Shareholder Loan)
Hasten	Market Multiple Method	323

Assumption and Limiting Conditions

This Report was prepared based on the following general assumptions and limiting conditions:

All data, including historical financial data, which we relied upon in reaching opinions and conclusions or set forth in this report are true and accurate to our best knowledge. Whilst reasonable care has been taken to ensure that the information contained in this report is accurate, no guarantee is made, nor liability assumed for the truth or accuracy of any data, opinions, or estimates furnished by others that have been used in this analysis.

We also assume no responsibility in the accuracy of any legal matters. Unless otherwise stated in the report, we have assumed that the owner's interest is valid, the titles are good and marketable, and there are no encumbrances that cannot be identified through normal processes.

The value opinion presented herein is based on the status of the economy and on the purchasing power of the currency stated in the report as of the date of value. The date of value on which the expressed conclusions and opinions apply is stated in this report.

This report has been prepared solely for the use or uses stated. It is not intended for any other use or purpose or use by any third parties. We hereby disclaim that we are not liable for any damages and/or loss arisen in connection with any such unintended use.

Prior written consent must be obtained from us for publication of this report. No part of this report (including without limitation any conclusion, the identity of any individuals signing or associated with this report or the firms/companies with which they are connected, or any reference to the professional associations or organizations with which they are affiliated or the designations awarded by those organizations) shall be disclosed, disseminated or divulged to third parties by any means of publications such as prospectus, advertising materials, public relations, news.

No environmental impact study has been carried out, unless otherwise stated in this report. We assume all applicable laws and governmental regulations are being complied with unless otherwise stated in this report. We have also assumed responsible ownership and that all necessary licenses, consents, or other approval from the relevant authority or private organizations have been or to be obtained or renewed for any use that is relevant to analysis in this report.

Unless otherwise stated in this report, the value estimate set out in this report excludes the impact of presence of any harmful substances such as asbestos, urea-formaldehyde foam insulation, other chemicals, toxic wastes, or other potentially hazardous materials or of structural damage or environmental contamination.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

2. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN EQUITY SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Capacity/ Nature of interest	Number of ordinary Shares	Approximate percentage of shareholding ⁽¹⁾	Long position/ short position
Mr. Wei Fu	Founder of a discretionary trust who can influence how the trustee exercises his discretion	87,342,927	24.69%	Long position
Mr. Yifang Wu	Beneficial owner	2,140,177	0.60%	Long position
Mr. Yongqing Luo	Beneficial owner	11,398,409	3.22%	Long position
Mr. Ian Ying Woo	Beneficial owner	3,708,435	1.05%	Long position
Mr. Shidong Jiang	Beneficial owner	40,000	0.01%	Long position
Mr. Yifan Li	Beneficial owner	40,000	0.01%	Long position

Notes:

- (1) The calculation is based on the total number of 353,822,975 Shares in issue as at the Latest Practicable Date.
- (2) C-Bridge Investment Everest Limited and CBC Investment Twelve Limited holds 40,468,000 Shares and 600,500 Shares respectively. The sole shareholder of C-Bridge Investment Everest Limited and CBC Investment Twelve Limited is C-Bridge Healthcare Fund II, L.P. whose general partner is C-Bridge Healthcare Fund GP II, L.P. The general partner of C-Bridge Healthcare Fund GP II, L.P. is C-Bridge Capital GP, Ltd., whose controlling shareholders are TF Capital, Ltd. and TF Capital II, Ltd., both of which under the control of CBC Group Investment Management, Ltd., which is further indirectly controlled by Nova Aqua Limited. C-Bridge IV Investment Two Limited holds 22,732,260 Shares. C-Bridge IV Investment Two Limited is wholly owned by C-Bridge Healthcare Fund IV, L.P. The general partner of C-Bridge Healthcare Fund IV, L.P. is C-Bridge Healthcare Fund GP IV, L.P. The general partner of C-Bridge Healthcare Fund GP IV, L.P. is C-Bridge Capital GP IV, Ltd., which is owned as to 71.05% by TF Capital IV Ltd., a wholly owned subsidiary of Nova Aqua Limited, and 28.95% by Nova Aqua Limited. Everest Management Holding Co., Ltd. holds 21,683,167 Shares. Everest Management Holding Co., Ltd. is owned as to 86.59% by C-Bridge Joint Value Creation

Limited. C-Bridge Joint Value Creation Limited is wholly-owned by Nova Aqua Limited. Nova Aqua Limited also holds 1,859,000 Shares. The entire interest in Nova Aqua Limited is held by Vistra Trust (Singapore) Pte. Limited as trustee for a trust established by Mr. Wei Fu (as settlor) for the benefit of Mr. Wei Fu and his family.

- (3) Mr. Yifang Wu is entitled to receive up to (i) 1,237,374 Shares pursuant to the exercise of options under the Post-IPO Share Option Scheme with exercise price at HKD56.63 and (ii) 530,303 Shares pursuant to awards granted under the Pre-IPO ESOP.
- (4) Mr. Yongqing Luo is entitled to receive up to (i) 4,700,000 Shares pursuant to the exercise of options with exercise price at HK\$10.084, (ii) 1,559,349 Shares pursuant to the exercise of options with exercise price at HK\$15.632, (iii) 1,901,560 Shares pursuant to the exercise of options with exercise price at HK\$22.54, and (iv) 960,920 Shares pursuant to the exercise of options with exercise price at HK\$55.61 under the Post-IPO Share Option Scheme, subject to the conditions of those options. Mr. Yongqing Luo is also entitled to receive up to (i) 298,272 Shares pursuant to the performance target awards granted to him under the Post-IPO Share Award Scheme and (ii) 205,911 Shares pursuant to the performance target awards granted to him under the Pre-IPO ESOP.
- (5) Mr. Ian Ying Woo's entitlement to receive up to (i) 110,000 Shares pursuant to the exercise of options with exercise price at USD2.26 under the Pre-IPO ESOP, (ii) 338,403 Shares pursuant to the exercise of options with exercise price at HK\$72.49, (iii) 779,675 Shares pursuant to the exercise of options with exercise price at HK\$15.632, (iv) 950,780 Shares pursuant to the exercise of options with exercise price at HK\$22.54, and (v) 432,414 Shares pursuant to the exercise of options with exercise price at HK\$55.61 under the Post-IPO Share Option Scheme. Mr. Woo is also entitled to receive up to (i) 155,802 Shares and (ii) 120,728 Shares under the Post-IPO Share Award Scheme and the Pre-IPO ESOP, respectively, subject to the conditions of those performance target awards.
- (6) Mr. Shidong Jiang is entitled to receive up to 40,000 Shares pursuant to the exercise of options under the Post-IPO Share Option Scheme, subject to the conditions of those options. The exercise price of these options are HK\$72.49 (up to 20,000 Shares) and HK\$23.17 (up to 20,000 Shares).
- (7) Mr. Yifan Li is entitled to receive up to 40,000 Shares pursuant to the exercise of options under the Post-IPO Share Option Scheme, subject to the conditions of those options. The exercise price of these options are HK\$72.49 (up to 20,000 Shares) and HK\$23.17 (up to 20,000 Shares).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2, 3, 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register to be kept by the Company pursuant to section 352 of the SFO, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

3. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE ENLARGED GROUP

Save for Mr. Wei Fu's interest in a lease agreement entered into on 26 January 2026 between a wholly-owned subsidiary of the Company (as lessee) and an associate of CBC Group (as lessor) (details of which are set out in the announcement of the Company dated 26 January 2026), none of the Directors has, or has had, any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Enlarged Group since 31 December 2025, the date to which the latest published audited financial statements of the Group were made up, and none of the

Directors was materially interested in any contract or arrangement entered into by any member of the Enlarged Group subsisting as at the Latest Practicable Date which was significant in relation to the business of the Enlarged Group taken as a whole.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group, excluding contracts expiring or determinable by the Enlarged Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associate(s) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. LITIGATION

As at the Latest Practicable Date, none of the members of the Enlarged Group was engaged in any litigation or claim of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Enlarged Group.

7. EXPERT AND CONSENT

The following is the qualification of the experts who have given an opinion or advice contained in this circular:

Name	Qualification
WRise Capital Limited	A licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance
PG Advisory Global Limited	Independent valuer

As at the Latest Practicable Date, each of the above experts did not have any shareholding in any member of the Enlarged Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Enlarged Group.

As at the Latest Practicable Date, each of the above experts did not have any direct or indirect interest in any assets which had been since 31 December 2025 (being the date to which the latest published audited consolidated accounts of the Company were made up) acquired or disposed of by or leased to, or which were proposed to be acquired or disposed of by or leased to, any member of the Enlarged Group.

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its reports and the references to its name, in the form and context in which they respectively appear.

8. MATERIAL CONTRACTS

The following material contracts (not being contracts entered into in the ordinary course of the business) were entered into by members of the Enlarged Group within the two years immediately preceding the Latest Practicable Date:

- (i) the Share Purchase Agreement.

9. GENERAL

- (a) The joint company secretaries of the Company are Mr. King Hang Yeung and Ms. Yee Wa Lau. Mr. Yeung and Ms. Lau both are a chartered secretary, a corporate governance professional and an associate member of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.
- (b) The registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- (c) The head office and principal place of business of the Company in China is at 17/F., AIA Financial Center 866 East Changzhi Road, Hongkou District Shanghai, 200082, China.
- (d) The principal place of business in Hong Kong of the Company is at Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.
- (e) The Hong Kong branch share registrar of the Company is Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.everestmedicines.com/>) for 14 days from the date of this circular:

- (a) a copy of the redacted Share Purchase Agreement;
- (b) the letter from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages 34 to 56 of this circular;
- (c) the accountants' report on the financial information of the Target Company, the text of which is set out in Appendix II of this circular;
- (d) the unaudited pro forma financial information of the Enlarged Group and the report of Ernst & Young thereon, the text of which is set out in Appendix IV of this circular; and
- (e) the Valuation Report, the text of which is set out in Appendix V of this circular.

11. LANGUAGE

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE OF EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting will be held by way of virtual meeting via the Online Platform which can be accessed from any location with connection to the internet. Shareholders of the Company need not to attend the extraordinary general meeting in person.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**” or “**Extraordinary General Meeting**”) of Everest Medicines Limited (the “**Company**”) will be held on Wednesday, 17 June 2026 at 9:30 a.m. by way of virtual meeting via the Online Platform for the following purposes:

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the share purchase agreement entered into by the Seller, the Purchaser and the Target Company dated 7 April 2026 (the “**Share Purchase Agreement**”) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and
- (b) any one or more directors of the Company (the “**Directors**”) be and is hereby authorized for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the Share Purchase Agreement.”

By Order of the Board
Everest Medicines Limited
Yifang Wu
Chairman and Executive Director

Hong Kong, 3 June 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be a virtual meeting. All shareholders of the Company (the “**Shareholders**”) can attend, participate and vote at the EGM by accessing to the website at (https://meetings.computershare.com/everestmed_2026EGM2) (the “**Online Platform**”). Shareholders are reminded that physical attendance in person at the EGM is NOT necessary. Shareholders joining the EGM using the Online Platform will be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform.
2. Details regarding EGM arrangements and login access for joining the EGM through the Online Platform are provided on the notification letter to be despatched together with the Company’s circular dated 3 June 2026 (the “**Circular**”) and related documents. Shareholders attend the EGM are reminded to read the “GUIDANCE FOR THE EGM” set out in the Circular prior to joining the EGM.
3. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
4. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint any number of proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present or by proxy shall be entitled to one vote for each share held by him.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). This email address is provided solely for receiving proxy forms relating to the EGM and shall not be used for any other purposes.
6. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2026.
7. Shareholders attending the EGM will be able to raise questions relevant to the proposed resolutions during the EGM using the Online Platform. Prior to the EGM, Shareholders are also welcome to send such questions or matters in writing to the Company’s email at ir@everestmedicines.com no later than 6:00 p.m. on Monday, 15 June 2026. The Company will endeavor to address relevant questions in relation to the proposed resolutions at the EGM. However, the Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the EGM.
8. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the EGM. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Extraordinary General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

9. As at the date of this notice, the Board comprises Mr. Yifang Wu as Chairman and Executive Director, Mr. Yongqing Luo and Mr. Ian Ying Woo as Executive Directors, Mr. Wei Fu, Mr. William Ki Chul Cho and Mr. Xin Sun as Non-executive Directors, and Ms. Hoi Yam Chui, Mr. Yifan Li and Mr. Shidong Jiang as Independent Non-executive Directors.

If Shareholders have any questions relating to the EGM, please contact the share registrar of the Company as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Online Enquiries: www.computershare.com/hk/en/online_feedback