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友芝友生物製藥

WUHAN YZY BIOPHARMA CO., LTD.

武漢友芝友生物製藥股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2496)

ANNOUNCEMENT

- (1) CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER SPECIFIC MANDATE;**
- (2) APPLICATION FOR WHITEWASH WAIVER;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (4) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER; AND**
- (5) RESUMPTION OF TRADING**

**Financial Adviser to the Company in relation to
PRC aspects of the Share Subscription**



长江证券承销保荐有限公司
CHANGJIANG FINANCING SERVICES CO., LIMITED

**Independent Financial Adviser to the
Independent Board Committees and the Independent Shareholders**



BAOQIAO PARTNERS

BAOQIAO PARTNERS CAPITAL LIMITED

PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER SPECIFIC MANDATE

On 30 August 2026, the Company and the Subscribers entered into the Share Subscription Agreement, pursuant to which the Subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 35,592,400 Domestic Shares at the Subscription Price of RMB2.43 per Domestic Share.

The Subscription Shares comprise 35,592,400 new Domestic Shares and represent:

- (i) approximately 247.68% of the existing issued Domestic Shares and 18.36% of the existing issued share capital of the Company as at the date of this announcement; and
- (ii) approximately 71.24% of the issued Domestic Shares and 15.51% of the issued share capital of the Company, in each case, as enlarged by the allotment and issue of the Subscription Shares immediately after Completion (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion save for the allotment and issue of the Subscription Shares).

Subject to Completion, the net proceeds from the Share Subscription (after deduction of related costs, expenses and fees) are estimated to be approximately RMB83 million.

LISTING RULES IMPLICATIONS

As at the date of this announcement, each of the Subscribers is a Director and Dr. Yuan Qian is also a substantial Shareholder. The Subscribers are directly and indirectly interested in an aggregate of 55,604,905 Shares, representing approximately 28.68% of the total issued share capital of the Company. Pursuant to the Listing Rules, each of the Subscribers is a connected person of the Company. Accordingly, the Share Subscription constitutes a connected transaction of the Company and subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR WHITEWASH WAIVER

As at the date of this announcement, the Subscribers and the Concert Parties, hold an aggregate of 84,107,325 H Shares, representing 43.39% of the total issued share capital of the Company, as at the date of this announcement. Following Completion and assuming no other changes to the total issued share capital of the Company prior to Completion, the Subscribers and the Concert Parties will together be interested in an aggregate of 119,699,725 Shares (representing in aggregate approximately 52.17% of the issued share capital of the Company), which comprise 84,107,325 H Shares and 35,592,400 Domestic Shares, representing approximately 36.66% and 15.51% of the issued share capital of the Company as enlarged by the allotment and issue of Subscription Shares (assuming that there is no other change in the issued share capital of the Company), respectively.

As the Share Subscription will increase the aggregate shareholding of the Subscribers from approximately 19.33% to approximately 31.84% and, together with the Concert Parties, from approximately 43.39% to approximately 52.17%, pursuant to Rule 26.1 of the Takeovers Code, the issue of Subscription Shares to the Subscribers will give rise to an obligation on the part of the Subscribers to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Subscribers and the Concert Parties unless the Whitewash Waiver is obtained from the Executive.

Completion is conditional upon, among others, the granting of the Whitewash Waiver by the Executive and approval by the Independent Shareholders. The Executive may or may not grant the Whitewash Waiver and in the event that it is not granted, the Share Subscription Agreement shall not take effect and the Share Subscription will not proceed.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEES

Pursuant to the Listing Rules, the Connected Transaction IBC (comprising all the independent non-executive Directors who have no direct or indirect interests in the Share Subscription Agreement and transactions contemplated thereunder, namely Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin) has been formed to advise the Independent Shareholders on whether the Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) is fair and reasonable and make recommendations as to voting.

Pursuant to Rule 2.8 of the Takeovers Code, the Whitewash Waiver IBC (comprising all the non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Share Subscription and the Whitewash Waiver, namely Mr. Pang Zhenhai, Dr. Hui Xiwu and Mr. Xie Shouwu, each a non-executive Director; and Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin, each an independent non-executive Director) has also been formed to advise the Independent Shareholders as to the Share Subscription Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver and make recommendations as to voting. Since the non-executive Directors, Dr. Yuan Qian and Dr. Zhou Hongfeng, are Subscribers, they are not included as members of the Whitewash Waiver IBC.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Financial Adviser has been appointed with the approval of the Independent Board Committees to advise the Independent Board Committees and the Independent Shareholders as to whether the Share Subscription, the Specific Mandate and the Whitewash Waiver are fair and reasonable and make recommendations as to voting.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed to make certain amendments to the Articles, to take effect subject to and upon Completion, in order to reflect the latest registered capital and shareholding structure of the Company as a result of the issue of the Subscription Shares.

The proposed amendments to the Articles are subject to approval by the Shareholders by way of special resolution at the EGM and the registration and filing with the relevant PRC government authorities.

Further information in respect of the proposed amendments to the Articles will be set out in the Circular.

EXTRAORDINARY GENERAL MEETING

The EGM will be convened to consider and, if thought fit, approve, among others, (i) the Share Subscription (including the transactions contemplated under the Share Subscription Agreement); (ii) the Specific Mandate; (iii) the Whitewash Waiver; and (iv) the proposed amendments to the Articles. The voting in relation to the Share Subscription Agreement, the Specific Mandate, the Whitewash Waiver and proposed amendments to the Articles at the EGM will be conducted by way of poll.

DESPATCH OF CIRCULAR

According to Rule 8.2 of the Takeovers Code, the Circular containing, among others, (i) details of the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to the Articles; (ii) a letter of recommendation from the Connected Transaction IBC to the Independent Shareholders on the Share Subscription and the Specific Mandate; (iii) a letter of recommendation from the Whitewash Waiver IBC to the Independent Shareholders on the Share Subscription, the Specific Mandate and the Whitewash Waiver; (iv) a letter of advice by the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Share Subscription, the Specific Mandate and the Whitewash Waiver; and (v) a notice of EGM together with the form of proxy, is expected to be despatched to Shareholders within 15 business days from the date of this announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of this announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier.

Shareholders and potential investors of the Company are advised to note that, as the Share Subscription is subject to the satisfaction of the Conditions Precedent, including but not limited to the granting of the Whitewash Waiver by the Executive and the approval of the Share Subscription and the Whitewash Waiver by Independent Shareholders, the proposed Share Subscription may or may not proceed. Therefore, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

On 30 August 2026, the Company and the Subscribers entered into the Share Subscription Agreement, pursuant to which the Subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 35,592,400 Domestic Shares at the Subscription Price of RMB2.43 per Domestic Share.

THE SHARE SUBSCRIPTION AGREEMENT

Principal terms of the Share Subscription Agreement are set out below:

Date

30 August 2026

Parties

- (1) The Company; and
- (2) The Subscribers, namely, Dr. Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei

Number of new Domestic Shares to be subscribed for

The Subscribers will subscribe for an aggregate of 35,592,400 new Domestic Shares. The details of the number of new Domestic Shares to be subscribed for by each of the Subscribers are set out below:

Name of the Subscriber	No. of new Domestic Shares
Dr. Yuan Qian	31,677,400
Dr. Zhou Hongfeng	3,559,200
Dr. Zhou Pengfei	<u>355,800</u>
Total	<u><u>35,592,400</u></u>

Subscription Shares

The Subscription Shares comprise 35,592,400 new Domestic Shares and represent:

- (i) approximately 247.68% of the existing issued Domestic Shares and 18.36% of the existing issued share capital of the Company as at the date of this announcement; and
- (ii) approximately 71.24% of the issued Domestic Shares and 15.51% of the issued share capital of the Company, in each case, as enlarged by the allotment and issue of the Subscription Shares immediately after Completion (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion save for the allotment and issue of the Subscription Shares).

Based on the nominal value of RMB1.00 per Domestic Share, the aggregate nominal value of the Subscription Shares will be RMB35,592,400.

Subscription Price

The Subscription Price of RMB2.43 (equivalent to HK\$2.80957) per Domestic Share represents:

- (a) a discount of approximately 14.86% to the closing price of HK\$3.30 per H Share as quoted on the Stock Exchange on 28 August 2026, being the last trading day prior to the date of the Share Subscription Agreement;
- (b) a discount of approximately 14.86% to the average closing price of HK\$3.30 per H Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Share Subscription Agreement;
- (c) a premium of approximately RMB2.70 over the audited consolidated net liabilities attributable to the Shareholders as at 31 December 2025 of approximately RMB0.27 per Share calculated based on the audited consolidated net liabilities of the Group attributable to the Shareholders of approximately RMB53,029,000 as at 31 December 2025 as extracted from the annual results of the Company for the year ended 31 December 2025 and 193,849,200 Shares in issue as at the date of the Share Subscription Agreement; and
- (d) a premium of approximately RMB2.73 over the unaudited consolidated net liabilities attributable to the Shareholders as at 30 June 2026 of approximately RMB0.30 per Share calculated based on the unaudited consolidated net liabilities of the Group attributable to the Shareholders of approximately RMB58,557,000 as at 30 June 2026 as extracted from the interim results of the Company for the six months ended 30 June 2026 and 193,849,200 Shares in issue as at the date of the Share Subscription Agreement.

Basis for determining the Subscription Price

The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers and with reference to (i) the prevailing market price and recent trading volume of the Shares, (ii) the current market conditions and (iii) the amount of funds that the Company intends to raise under the Share Subscription as primarily determined based on the outstanding amount of bank borrowings. The Directors (excluding members of the Independent Board Committees whose view will be given in the letters of the Connected Transaction IBC and the Whitewash Waiver IBC, respectively, after considering the advice of the Independent Financial Adviser) consider that the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Specific Mandate

The 35,592,400 Domestic Shares will be issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM.

Ranking of the Subscription Shares

The Subscription Shares, when fully paid, will rank *pari passu* in all respects among themselves and with the existing Domestic Shares in issue at the time of allotment and issue of such new Domestic Shares.

Any transfer of the new Domestic Shares to be issued pursuant to the Share Subscription Agreement shall comply with the relevant provisions of the Company Law of the PRC and other laws and regulations and the Articles regarding the transfer of Shares. Save for the foregoing, there are no other restrictions on the transfer of the new Domestic Shares.

Conditions Precedent

Completion is conditional upon the satisfaction of the following conditions:

- (1) the Share Subscription having been duly approved by the Board;
- (2) the Share Subscription Agreement and the transactions contemplated thereunder and the Specific Mandate having been duly approved by not less than two-thirds of the Independent Shareholders at the EGM;
- (3) the Whitewash Waiver having been duly approved by at least 75% of the Independent Shareholders at the EGM;
- (4) the Executive having granted, and not having withdrawn or revoked such grant, the Whitewash Waiver and the fulfilment of all conditions (if any) attached to the Whitewash Waiver; and
- (5) the Company having obtained the registration decision from the CSRC in respect of the Share Subscription.

None of the Conditions Precedent can be waived under the Share Subscription Agreement. As at the date of this announcement, save for the Condition Precedent set out in (1) which has been fulfilled, none of the Conditions Precedent has been fulfilled.

If any of the Conditions Precedent is not satisfied on or before the Long Stop Date, the Share Subscription Agreement shall be terminated.

Pursuant to Article 116 of the Company Law of the PRC and articles 78 and 80 of the Articles, any increase of the registered capital of the Company shall be approved by two-thirds or more of the voting rights held by the Shareholders (including proxies of the Shareholders) attending the EGM.

Pursuant to Measures for the Supervision and Administration of Non-exchange Listed Public Companies issued by the CSRC, the Company is required to obtain the registration decision from the CSRC before it may issue new Domestic Shares. The Company was advised by its PRC legal adviser that it may take several months or up to a year before such registration decision may be issued.

Restriction

For the period until the date of Completion, the Company shall not effect any dividend distribution, issue of bonus shares or transfer of share capital.

Completion

Upon receiving the Subscription Price in full for the Share Subscription from the Subscribers, the Company shall engage an accounting firm that meets the requirements of the PRC Securities Law to complete a capital verification report and promptly complete the issuance filing procedures, the corresponding procedures for the change of industrial and commercial registration with the State Administration for Market Regulation in PRC in respect of the Company's change in registered capital and the change of share registration with China Securities Depository and Clearing Corporation Limited. All the Conditions Precedent will have to be fulfilled before the Company can proceed to effect the change of share registration. The Share Subscription shall be deemed completed after completion of the aforementioned registration.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately after Completion (assuming no other changes to the issued share capital of the Company prior to Completion):

Shareholders	Class of Shares	As at the date of this announcement		Immediately upon Completion	
		Number of Shares	Percentage of	Number of Shares	Percentage of
			total issued Shares (Note 1)		total issued Shares (Note 2)
(A) The Subscribers and the Concert Parties					
Dr. Yuan Qian (Note 3)	H Shares	20,399,933	10.52%	20,399,933	8.89%
	Domestic Shares	0	0.00%	31,677,400	13.81%
	Sub-total	20,399,933	10.52%	52,077,333	22.70%
Dr. Zhou Hongfeng (Note 3)	H Shares	10,199,921	5.26%	10,199,921	4.45%
	Domestic Shares	0	0.00%	3,559,200	1.55%
	Sub-total	10,199,921	5.26%	13,759,121	6.00%
Dr. Zhou Pengfei (Note 3)	H Shares	6,869,744	3.54%	6,869,744	2.99%
	Domestic Shares	0	0.00%	355,800	0.16%
	Sub-total	6,869,744	3.54%	7,225,544	3.15%
Sub-total for Subscribers	H Shares	37,469,598	19.33%	37,469,598	16.33%
	Domestic Shares	0	0.00%	35,592,400	15.51%
	Sub-total	37,469,598	19.33%	73,061,998	31.84%

Shareholders	Class of Shares	As at the date of this announcement		Immediately upon Completion	
		Number of Shares	Percentage of total issued Shares (Note 1)	Number of Shares	Percentage of total issued Shares (Note 2)
Wuhan Caizhi (Notes 3 and 4)	H Shares	16,792,707	8.66%	16,792,707	7.32%
Ms. Huang Lin (Note 5)	H Shares	1,342,600	0.69%	1,342,600	0.59%
Nanning Huiyou (Note 6)	H Shares	10,142,797	5.23%	10,142,797	4.42%
Zhongheng Tongde (Note 6)	H Shares	3,700,872	1.91%	3,700,872	1.61%
Gongqingcheng Huiyou (Note 6)	H Shares	3,038,340	1.57%	3,038,340	1.32%
Caizhi No.2 (Note 7)	H Shares	11,620,411	5.99%	11,620,411	5.06%
Sub-total of (A)	H Shares	84,107,325	43.39%	84,107,325	36.66%
	Domestic Shares	0	0.00%	35,592,400	15.51%
	<i>Sub-total</i>	<u>84,107,325</u>	<u>43.39%</u>	<u>119,699,725</u>	<u>52.17%</u>
(B) Substantial Shareholder					
CSPC-NBP (Note 8)	H Shares	51,241,785	26.43%	51,241,785	22.33%
(C) Other public Shareholders					
	H Shares	44,130,003	22.77%	44,130,003	19.23%
	Domestic Shares	14,370,087	7.41%	14,370,087	6.26%
	<i>Sub-total of (C)</i>	<u>58,500,090</u>	<u>30.18%</u>	<u>58,500,090</u>	<u>25.50%</u>
	Total issued Shares	<u>193,849,200</u>	<u>100.00%</u>	<u>229,441,600</u>	<u>100.00%</u>

Notes:

- (1) The calculation is based on the total number of 179,479,113 H Share and 14,370,087 Domestic Shares in issue as at the date of this announcement.
- (2) The calculation is based on the total number of 179,479,113 H Share and 49,962,487 Domestic Shares in issue as at immediately upon completion.

- (3) Pursuant to the Concert Party Agreements, the AIC Parties agreed (i) to act in concert by way of reaching consensus on proposals related to the Group's daily management and operation presented to all general meetings and Board meetings of the Company; and (ii) that when no consensus can be reached, the AIC Parties shall vote in concurrence with Dr. Yuan Qian on the proposals, or, in the event of Dr. Yuan Qian's absence from voting, the AIC Parties shall vote in concurrence with the AIC Party with the highest shareholding percentage among the AIC Parties who votes at the meetings.
- (4) Wuhan Caizhi is a limited partnership established in the PRC and one of the employee incentive platforms of the Company. The voting rights held by Wuhan Caizhi in the Company shall be exercised pursuant to the Concert Party Agreements. The executive partner of Wuhan Caizhi is Wuhan Caizhi Technology Co., Ltd. (武漢才智科技有限公司) ("Wuhan Caizhi GP"). Wuhan Caizhi is owned (i) as to 50.76% by Nanjing Huiyou Jucui Enterprise Management Partnership (Limited Partnership) 南京匯友聚才企業管理合夥企業(有限合夥), (ii) as to 29.33% by Nanjing Huiyou Juzhi Enterprise Management Partnership (Limited Partnership) (南京匯友聚智企業管理合夥企業(有限合夥)), (iii) as to 8.66% by Dr. Zhou Pengfei, (iv) as to 0.55% by Wuhan Caizhi GP and (v) as to the remaining 10.70% interest by 21 individuals who are the limited partners of Wuhan Caizhi and current or former employees of the Group, each holding not more than 4%.
- (5) Ms. Huang Lin, the spouse of Dr. Zhou Hongfeng, is interested in 1,342,600 H Shares and she is a member of the Concert Parties. The 1,342,600 H Shares held by Ms. Huang Lin was acquired on 11 June 2026 by Ms. Huang Lin from Puhua Kaizhi for a total consideration of HK\$5,065,247.45 (i.e. HK\$3.78 per H Share). Puhua Kaizhi was owned (i) as to 50% by YZY Industrial Group Co., Ltd. (友芝友實業集團有限公司), a company wholly-owned by Dr. Yuan Qian, (ii) as to 30% by Dr. Zhou Hongfeng and (iii) as to 20% by Mr. Zhou Hongjun, brother of Dr. Zhou Hongfeng.
- (6) (a) Nanning Huiyou is a limited partnership established in the PRC and is owned (i) as to 26.55% by Chongqing Laimi Pharmaceutical Co., Ltd. (重慶萊美藥業股份有限公司) (stock code: 300006.SZ), (ii) as to 21.24% by Shenzhen Tianzheng Investment Co., Ltd. (深圳市天正投資有限公司), (iii) as to 13.27% by Anhui Youlian Huizhi Enterprise Management Consulting Partnership (Limited Partnership) (安徽友聯匯智企業管理諮詢合夥企業), (iv) as to 0.88% by Nanning Yaoyou, which is the general partner of Nanning Huiyou and (v) as to the remaining 38.06% interest by 16 individuals who are individual investors of Nanning Huiyou and are third parties independent of the Company and its connected persons, each holding not more than 8%. Nanning Yaoyou is owned (i) as to 60% by Mr. Guo Hongwei, (ii) as to 39.75% by Mr. Wen, who is one of the general partners of Nanning Yaoyou, and (iii) as to 0.25% by Tongde Qianyuan, which is one of the general partners of Nanning Yaoyou. Tongde Qianyuan is owned (i) as to approximately 72.38% by Mr. Wen, (ii) as to approximately 13.34% by Mr. Fan Xiaodong, (iii) as to approximately 8.57% by Mr. Sha Shi and (iv) as to approximately 5.71% by Mr. Guo Hongwei.
- (b) Zhongheng Tongde is a limited partnership established in the PRC and is owned (i) as to 98% by its limited partner, Guangxi Wuzhou Zhongheng Group Co., Ltd (廣西梧州中恒集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600252.SH) and (ii) as to 2% by its general partner, Tongde Tongxin. Tongde Tongxin is owned (i) as to 33% by Mr. Wang Jinxu, (ii) as to 33% by Mr. Guo Hongwei, (iii) as to 29% by Mr. Wen and (iv) as to 5% by its general partner, Tongde Qianyuan.
- (c) Gongqingcheng Huiyou is a limited partnership established in the PRC, whose general partner is Gongqingcheng Yaoyou and is owned (i) as to 25% by Mr. Peng Zhongxi, (ii) as to 15.5% by Mr. Zhang Hongtao, (iii) as to 10% by Mr. Li Longjun, (iv) as to 7.5% by Mr. Wu Haoshan, (v) as to 7.5% by Mr. Chen Wenping, (vi) as to 2.5% by Gongqingcheng Yaoyou and (vii) as to the remaining 32% by 8 individual investors, each holding not more than 5%. Gongqingcheng Yaoyou is owned (i) as to 60% by Mr. Guo Hongwei, (ii) as to 39% by Mr. Wen and (iii) as to 1% by its general partner, Tongde Qianyuan.

As Mr. Wen is interested in 72.38% of Tongde Qianyuan, which is the general partner of the general partner of each of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou, each of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou is considered to be controlled by Mr. Wen.

For the purpose of the Share Subscription involving the Whitewash Waiver, Mr. Wen is presumed to be acting in concert with the Subscribers by virtue of being Directors under Class (6) of the definition of “acting in concert” under the Takeovers Code, and therefore, each of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou, which is considered to be controlled by Mr. Wen, is also presumed to be acting in concert with the Subscribers.

None of the Subscribers is a general partner or limited partner of any of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou and there does not exist any of the relationship between any of the Subscribers on one hand and limited partners of any of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou on the other hand falling within any of the 9 classes of presumption of the definition of “acting in concert” under the Takeovers Code (except for Mr. Wen who is a Director), none of the limited partners of Nanning Huiyou, Zhongheng Tongde and Gongqingcheng Huiyou is a partner acting in concert with the Subscribers.

- (7) Caizhi No. 2 is a limited partnership established in the PRC and one of the employee incentive platforms of the Company. The general partner of Caizhi No. 2 is Wuhan Huiyou Juyou Enterprise Management Co., Ltd (武漢匯友聚友企業管理有限公司) (“**Caizhi No. 2 GP**”), which is owned as to 90% by Dr. Zhou Pengfei and 10% by Mr. Li Si. Caizhi No. 2 is held (i) as to 24.49% by CSPC-NBP, (ii) as to 23.72% by Dr. Zhou Pengfei, (iii) as to 9.75% by Dr. Yuan Qian, (iv) as to 5.03% by Mr. Yi Jizu, (v) as to 4.87% by Dr. Zhou Hongfeng, (vi) as to 4.38% by Mr. Wen, (vii) as to 0.04% by Caizhi No. 2 GP and (viii) as to the remaining 27.72% by 3 companies and 12 individuals, each holding less than 4%.

The general partner of Caizhi No. 2, Caizhi No. 2 GP, is controlled by Dr. Zhou Pengfei who is an executive Director and one of the Subscribers. Therefore, it is presumed to be acting in concert with the Subscribers under Class (2) of the definition of “acting in concert” under the Takeovers Code.

- (8) CSPC-NBP is directly and indirectly owned as to 100% by CSPC. Based on disclosure made pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as at 20 July 2026, Mr. Cai Dong Chen was the single largest shareholder of CSPC interested in 26.39% shares of CSPC. As CSPC-NBP is a limited partner of Caizhi No. 2 holding more than 20% interest in Caizhi No. 2 and is therefore presumed to be acting in concert with Dr. Zhou Pengfei, one of the Subscribers, under Class (1) of the definition of “acting in concert” under the Takeovers Code. An application will be made to the Executive to rebut the presumption and further announcement will be made as and when appropriate.
- (9) Saved as disclosed above, none of the Directors holds any Shares.

REASONS FOR AND BENEFIT OF THE SHARE SUBSCRIPTION

The Group is under considerable operating cash pressure. As at 30 June 2026, the Group had bank balances and cash of approximately RMB75.9 million, while trade and other payables of approximately RMB33.4 million and bank borrowings of approximately RMB138.6 million. The Directors consider that the Share Subscription can raise capital in order to maintain a sufficient cash position of the Group to meet its current liabilities and to enhance the capital base of the Company. The replenishment of working capital will enhance the capital strength of the Company and effectively broaden the channels of capital reserve to expand the business development of the Company. The Share Subscription by the founders of the Company demonstrates continued commitment and confidence in the prospects of the Company. At the same time, the issue of the Share Subscription will effectively reduce the gearing ratio of the Company, optimise the capital structure, improve the overall financial position of the Company and lower the financial risks.

As such, the Directors (excluding members of the Independent Board Committees whose view will be given in the letters of the Connected Transaction IBC and the Whitewash Waiver IBC, respectively, after considering the advice of the Independent Financial Adviser) consider that the terms of the Share Subscription Agreement (including the Subscription Price) are fair and reasonable and on normal commercial terms, and in the interests of the Group and the Shareholders as a whole.

PROPOSED USE OF PROCEEDS

Subject to Completion, the net proceeds from the Share Subscription (after deduction of related costs, expenses and fees) are estimated to amount to approximately RMB83 million (the “**Net Proceeds**”).

The Company intends to apply the Net Proceeds as follows:

- (i) approximately 90% (or approximately RMB74.7 million) of the Net Proceeds will be allocated to the repayment of bank borrowings; and
- (ii) approximately 10% (or approximately RMB8.3 million) of the Net Proceeds will be allocated to the general working capital and general corporate purposes of the Group, including but not limited to payroll-related expenses, professional fees, administrative fees and other corporate expenses.

FUND RAISING ACTIVITY IN THE PAST 12 MONTHS

The Company has not conducted any fund raising activities through any issue of equity securities within the 12 months immediately prior to the date of this announcement.

INFORMATION ON THE PARTIES

Information on the Company

The Company is a biotechnology company dedicated to developing bispecific antibody (BsAb)- based therapies. The Company has been forward-looking in deploying its presence in a number of promising therapeutic fields, including but not limited to tumor-associated complications, tumors, ophthalmology and autoimmune diseases. The Company also proactively established several self-developed technology platforms, such as Y-BODY[®], Check-Body and Nano-Ybody[®], promoting the development of more candidates to clinical stages with high efficiency.

Information on the Subscribers

Dr. Yuan Qian

Dr. Yuan Qian is a non-executive Director and a co-founder of the Group. He is also a substantial Shareholder. He is involved in the formulation of the general corporate business plans, strategies, and major decisions of the Group through the Board. As at the date of this announcement, he was interested in 20,399,933 H Shares, representing approximately 10.52% of the issued share capital of the Company. Immediately after Completion, he will be interested in 20,399,933 H Shares (representing approximately 8.89% of the issued share capital of the Company) and 31,677,400 Domestic Shares (representing approximately 13.81% of the issued share capital of the Company), representing in aggregate approximately 22.70% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion save for the allotment and issue of the Subscription Shares).

Dr. Zhou Hongfeng

Dr. Zhou Hongfeng is a non-executive Director and a co-founder of the Group. He is currently responsible for participating in the formulation of the general corporate business plans, strategies and major decisions of the Group through the Board. As at the date of this announcement, he was interested in 10,199,921 H Shares, representing approximately 5.26% of the issued share capital of the Company. Immediately after Completion, he will be interested in 10,199,921 H Shares (representing approximately 4.45% of the issued share capital of the Company) and 3,559,200 Domestic Shares (representing approximately 1.55% of the issued share capital of the Company), representing in aggregate approximately 6.00% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion save for the allotment and issue of the Subscription Shares).

Dr. Zhou Pengfei

Dr. Zhou Pengfei is an executive Director and a co-founder of the Group. He is responsible for the overall strategic planning of the Group and supervises and oversees the management of our business. He also serves as the general manager of all of our subsidiaries, namely Shijiazhuang Shiyong Biotechnology Co., Ltd. (石家莊石友生物技術有限公司) and Wuhan

Youwei Biotechnology Co., Ltd (武漢友微生物技術有限公司), respectively. As at the date of this announcement, he was interested in 6,869,744 H Shares, representing approximately 3.54% of the issued share capital of the Company. Immediately after Completion, he will be interested in 6,869,744 H Shares (representing approximately 2.99% of the issued share capital of the Company) and 355,800 Domestic Shares (representing approximately 0.16% of the issued share capital of the Company), representing in aggregate approximately 3.15% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company between the date of this announcement and the Completion save for the allotment and issue of the Subscription Shares).

LISTING RULES IMPLICATIONS

As at the date of this announcement, each of the Subscribers is a Director and Dr. Yuan Qian is also a substantial Shareholder. The Subscribers are directly and indirectly interested in an aggregate of 55,604,905 Shares, representing approximately 28.68% of the total issued share capital of the Company. Pursuant to the Listing Rules, each of the Subscribers is a connected person of the Company. Accordingly, the Share Subscription constitutes a connected transaction of the Company and subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

BOARD'S APPROVAL

Dr. Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei have abstained from voting at the Board meeting for approval of the relevant resolutions in respect of the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to the Articles.

Save as disclosed above, none of the Directors has a material interest in the Share Subscription or is required to abstain from voting on the Board resolutions for considering and approving the Share Subscription, the Specific Mandate and the Whitewash Waiver pursuant to the Listing Rules and/or the Articles.

The Board has approved the resolutions for considering and approving the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to the Articles, subject to the Independent Shareholders' approval at the EGM.

TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR WHITEWASH WAIVER

As at the date of this announcement, the Subscribers and the Concert Parties, hold an aggregate of 84,107,325 H Shares, representing 43.39% of the total issued share capital of the Company, as at the date of this announcement. Following Completion and assuming no other changes to the total issued share capital of the Company prior to Completion, the Subscribers and the Concert Parties will together be interested in an aggregate of 119,699,725 Shares (representing in aggregate approximately 52.17% of the issued share capital of the Company), which comprise 84,107,325 H Shares and 35,592,400 Domestic Shares, representing approximately 36.66% and 15.51% of the issued share capital of the Company as enlarged by the allotment and issue of Subscription Shares (assuming that there is no other change in the issued share capital of the Company), respectively.

As the Share Subscription will increase the aggregate shareholding of the Subscribers from approximately 19.33% to approximately 31.84% and, together with the Concert Parties, from approximately 43.39% to approximately 52.17%, pursuant to Rule 26.1 of the Takeovers Code, the issue of Subscription Shares to the Subscribers will give rise to an obligation on the part of the Subscribers to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Subscribers and the Concert Parties unless the Whitewash Waiver is obtained from the Executive.

Completion is conditional upon, among others, the granting of the Whitewash Waiver by the Executive and approval by the Independent Shareholders. An application will be made by the Company on behalf of the Subscribers to the Executive for the granting of the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the issue of the Subscription Shares pursuant to the Share Subscription. The Whitewash Waiver, if granted by the Executive, would be subject to, among others, the approval by at least 75% and not less than two-third of the votes cast by the Independent Shareholders either in person or by proxy by way of poll in respect of the Whitewash Waiver and the Share Subscription (including the grant of the Specific Mandate and the approval of the Share Subscription Agreement), respectively, at the EGM.

The Subscribers and the parties acting in concert with any of them and their respective associates and any other persons who are involved or interested in the Share Subscription, the Specific Mandate and/or the Whitewash Waiver will be required to abstain from voting in respect of the resolution(s) to approve the Share Subscription Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver at the EGM.

The Executive may or may not grant the Whitewash Waiver and in the event that it is not granted, the Share Subscription Agreement shall not take effect and the Share Subscription will not proceed.

As at the date of this announcement:

- (i) save for the Share Subscription Agreement and the Puhua Transfer, during the six months immediately prior to the date of this announcement, none of the Subscribers and parties acting in concert with any of them had sold or purchased any shares of the Company, acquired or entered into any agreement to acquire any voting rights of the Company or had dealt for value in any relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code);
- (ii) during the six months immediately prior to the date of this announcement but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors (which includes informal discussions) in relation to the Share Subscription, none of the Subscribers and parties acting in concert with any of them has entered into or will enter into any transaction causing disqualification of transaction (as defined in paragraph 3 of Schedule VI to the Takeovers Code) which may result in the Executive not granting the Whitewash Waiver or any Whitewash Waiver granted being declared invalid. For the avoidance of doubt, the Puhua Transfer was completed before the negotiations, discussions and the reaching of understanding and agreement with respect to the Share Subscription. The Puhua Transfer, therefore, does not constitute a disqualifying transaction under paragraph 3(a) of Schedule VI to the Takeovers Code;

- (iii) save for the Share Subscription Agreement, none of the Subscribers and parties acting in concert with any of them will acquire or dispose of any of the voting rights of the Company during the period from the date of this announcement to the Completion;
- (iv) save as disclosed in the section headed “Effect on the Shareholding Structure of the Company” in this announcement, there are no voting rights in the Company or any rights over Shares owned, controlled or directed by the Subscribers or any party acting in concert with any of them;
- (v) none of the Subscribers and parties acting in concert with any of them holds any options, warrants or convertible securities or any derivatives relating to Shares that are not yet exercised;
- (vi) none of the Subscribers and parties acting in concert with any of them has entered into any agreement in respect of outstanding derivative in relation to the securities of the Company that are not yet exercised;
- (vii) there is no arrangement of the kind (whether by way of option, indemnity or otherwise) as referred to in Note 8 to Rule 22 of the Takeovers Code or that had been entered into any contract, in relation to the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, the Subscribers which may be material to the transactions contemplated under the Share Subscription, the Specific Mandate and/or the Whitewash Waiver;
- (viii) none of the Subscribers and parties acting in concert with any of them has secured any irrevocable undertaking from any person as to whether or not he/she will vote in favour of or against the resolutions approving the Share Subscription, the Specific Mandate and/or the Whitewash Waiver;
- (ix) save for the Share Subscription Agreement, there is no agreement or arrangement to which the Subscribers or any party acting in concert with any of them is a party which involves circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Share Subscription and/or the Whitewash Waiver;
- (x) save for the Subscription Price payable under the Share Subscription Agreement, no other consideration, compensation or benefit in whatever form to the Company has been or will be paid by the Subscribers or parties acting in concert with any of them to the Company in relation to the Share Subscription;
- (xi) save for the Share Subscription Agreement, there is no understanding, arrangement or agreement or special deal (as defined in Rule 25 of the Takeovers Code) between the Subscribers or parties acting in concert with any of them on the one hand and the Company on the other hand;
- (xii) there is no understanding, arrangement or agreement or special deal (as defined in Rule 25 of the Takeovers Code) between any Shareholders, and (a) the Subscribers or parties acting in concert with any of them, or (b) the Company, its subsidiaries or associated companies; and

- (xiii) none of the Subscribers or parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

As at date of this announcement, the Company does not believe that the Share Subscription gives rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). If a concern should arise after the release of this announcement, the Company will endeavour to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the Circular. The Company notes that the Executive may not grant the Whitewash Waiver if the Share Subscription does not comply with other applicable rules and regulations.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEES

Pursuant to the Listing Rules, the Connected Transaction IBC (comprising all the independent non-executive Directors who have no direct or indirect interests in the Share Subscription Agreement and transactions contemplated thereunder, namely Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin) has been formed to advise the Independent Shareholders on whether the Share Subscription (including the Share Subscription Agreement and transactions contemplated thereunder, and the Specific Mandate) is fair and reasonable and make recommendations as to voting.

Pursuant to Rule 2.8 of the Takeovers Code, the Whitewash Waiver IBC (comprising all the non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Share Subscription and the Whitewash Waiver, namely Mr. Pang Zhenhai, Dr. Hui Xiwu and Mr. Xie Shouwu, each a non-executive Director; and Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin, each an independent non-executive Director) has also been formed to advise the Independent Shareholders as to the Share Subscription Agreement and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver and make recommendations as to voting. Since the non-executive Directors, Dr. Yuan Qian and Dr. Zhou Hongfeng, are Subscribers, they are not included as members of the Whitewash Waiver IBC.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Financial Adviser has been appointed with the approval of the Independent Board Committees to advise the Independent Board Committees and the Independent Shareholders as to whether the Share Subscription, the Specific Mandate and the Whitewash Waiver are fair and reasonable and make recommendations as to voting.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed to make certain amendments to the Articles, to take effect subject to and upon Completion, in order to reflect the latest registered capital and shareholding structure of the Company as a result of the issue of the Subscription Shares.

The proposed amendments to the Articles are subject to approval by the Shareholders by way of special resolution at the EGM and the registration and filing with the relevant PRC government authorities.

Further information in respect of the proposed amendments to the Articles will be set out in the Circular.

EXTRAORDINARY GENERAL MEETING

The EGM will be convened to consider and, if thought fit, approve, among others, (i) the Share Subscription (including the transactions contemplated under the Share Subscription Agreement); (ii) the Specific Mandate; (iii) the Whitewash Waiver; and (iv) the proposed amendments to the Articles. The voting in relation to the Share Subscription Agreement, the Specific Mandate, the Whitewash Waiver and proposed amendments to the Articles at the EGM will be conducted by way of poll.

The Subscribers and the parties acting in concert with any of them and their respective associates and any other Shareholder who is involved or interested in the Share Subscription, the Specific Mandate and the Whitewash Waiver will be required to abstain from voting on the resolutions to be proposed at the EGM for approving the Share Subscription, the Specific Mandate and the Whitewash Waiver.

DESPATCH OF CIRCULAR

According to Rule 8.2 of the Takeovers Code, the Circular containing, among others, (i) details of the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to the Articles; (ii) a letter of recommendation from the Connected Transaction IBC to the Independent Shareholders on the Share Subscription and the Specific Mandate; (iii) a letter of recommendation from the Whitewash Waiver IBC to the Independent Shareholders on the Share Subscription, the Specific Mandate and the Whitewash Waiver; (iv) a letter of advice by the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Share Subscription, the Specific Mandate and the Whitewash Waiver; and (v) a notice of EGM together with the form of proxy, is expected to be despatched to Shareholders within 15 business days from the date of this announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of this announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier.

Shareholders and potential investors of the Company are advised to note that, as the Share Subscription is subject to the satisfaction of the Conditions Precedent, including but not limited to the granting of the Whitewash Waiver by the Executive and the approval of the Share Subscription and the Whitewash Waiver by Independent Shareholders, the proposed Share Subscription may or may not proceed. Therefore, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

RESUMPTION OF TRADING

At the request of the Company, trading in the H Shares has been halted with effect from 9:00 a.m. on 31 August 2026 pending the issue of this announcement. Application has been made for the resumption of trading in the H Shares with effect from 9:00 a.m. on 10 September 2026.

DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“AIC Parties”	Dr. Yuan Qian, Dr. Zhou Hongfeng, Dr. Zhou Pengfei and Wuhan Caizhi, each an “AIC Party”
“Articles”	the articles of association of the Company as revised from time to time
“associate(s)”	has the meaning ascribed to it under the Takeovers Code or the Listing Rules, as the context requires
“Board”	the board of Directors
“Caizhi No. 2”	Nanjing Caizhi No. 2 Enterprise Management Partnership (Limited Partnership) (南京才智二號企業管理合夥企業(有限合夥)), a limited partnership established in the PRC and one of the employee incentive platforms of the Company
“Circular”	a circular containing, among others, details of the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to Articles, the letters of advice of the Independent Board Committees and the letter of advice from the Independent Financial Adviser
“Company”	Wuhan YZY Biopharma Co., Ltd. (武漢友芝友生物製藥股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares of which are listed on Main Board of the Stock Exchange (stock code: 2496)
“Completion”	completion of the Share Subscription
“Concert Parties”	parties acting in concert, or presumed to be acting in concert, with each of the Subscribers under the definition of “acting in concert” under the Takeovers Code, including, for the avoidance of doubt, Wuhan Caizhi, Ms. Huang Lin, Nanning Huiyou, Zhongheng Tongde, Gongqingcheng Huiyou and Caizhi No.2
“Concert Party Agreements”	the concert party agreement dated 30 June 2018 and supplemental concert party agreements dated 26 October 2020 and 2 June 2023 entered into by AIC Parties, details of which is set out in the section headed “Effect on the Shareholding Structure of the Company” of this announcement

“Conditions Precedent”	the conditions precedent to the Completion as set out under the section headed “Conditions Precedent” in this announcement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Connected Transaction IBC”	an independent board committee of the Company, comprising all the independent non-executive Directors, namely Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin, established pursuant to the requirements of the Listing Rules to advise the Independent Shareholders on the Share Subscription and the Specific Mandate
“CSPC”	CSPC Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1093), Mr. Cai Dong Chen was the single largest shareholder of CSPC interested in 26.39% shares of CSPC, based on disclosure made pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as at 20 July 2026
“CSPC-NBP”	CSPC NBP Pharmaceutical Co., Ltd. (石藥集團恩必普藥業有限公司), a foreign investment enterprise with limited liability established in the PRC and a substantial Shareholder holding 26.43% of the issued share capital of the Company as at the date of this announcement. CSPC-NBP is ultimately owned as to 100% by CSPC
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) with nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for or credited as paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, among others, the Share Subscription, the Specific Mandate, the Whitewash Waiver and the proposed amendments to the Articles
“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time and any delegate of such Executive Director

“Gongqingcheng Huiyou”	Gongqingcheng Huiyou Xingyao Phase II Equity Investment Partnership (Limited Partnership) (共青城匯友興曜二期股權投資合夥企業(有限合夥)), a limited partnership established in the PRC
“Gongqingcheng Yaoyou”	Gongqingcheng Yaoyou Investment Center (Limited Partnership) (共青城曜友投資中心(有限合夥)), a limited partnership established in the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committees”	the Connected Transaction IBC and the Whitewash Waiver IBC
“Independent Financial Adviser”	BaoQiao Partners Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the independent financial adviser appointed to advise the Independent Board Committees and the Independent Shareholders with regard to the Share Subscription, the Specific Mandate and the Whitewash Waiver
“Independent Shareholder(s)”	Shareholder(s) other than (i) the Subscribers, (ii) the Concert Parties and (iii) any other persons who are involved or interested in the Share Subscription, the Specific Mandate and/or the Whitewash Waiver (if any)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time
“Long Stop Date”	30 June 2027, or such other date as may be agreed by the Company and the Subscribers from time to time in writing
“Mr. Wen”	Mr. Wen Zhicheng, an executive Director
“Nanning Huiyou”	Nanning Huiyou Xingyao Equity Investment Fund Partnership (Limited Partnership) (南寧匯友興曜股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC

“Nanning Yaoyou”	Nanning Yaoyou Business Consulting Partnership (Limited Partnership) (南寧曜友商務諮詢合夥企業(有限合夥)), a limited partnership established in the PRC
“PRC”	the People’s Republic of China
“Puhua Kaizhi”	Chengdu Puhua Kaizhi Biotechnology Co., Ltd. (成都樸華凱智生物科技有限公司), a company established in the PRC with limited liability, which, as at the date of the Puhua Transfer, was ultimately and beneficially owned (i) as to 50% by Dr. Yuan Qian, (ii) as to 30% by Dr. Zhou Hongfeng and (iii) as to 20% by Mr. Zhou Hongjun, brother of Dr. Zhou Hongfeng
“Puhua Transfer”	the 1,342,600 H Shares held by Ms. Huang Lin which was acquired on 11 June 2026 by Ms. Huang Lin from Puhua Kaizhi for a total consideration of HK\$5,065,247.45 (i.e. HK\$3.78 per H Share)
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and modified from time to time
“Share Subscription”	the proposed subscription of new Domestic Shares by the Subscribers pursuant to Share Subscription Agreement
“Share Subscription Agreement”	the share subscription agreement dated 30 August 2026 entered into between the Company and the Subscribers, pursuant to which the Company conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe for, new Domestic Shares at the total subscription price of approximately RMB86,489,532.00 (equivalent to approximately HK\$99,999,458.90)
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of the Shares
“Specific Mandate”	the specific mandate proposed to be granted by the Independent Shareholders to the Directors at the EGM to issue the new Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscribers”	collectively, Dr. Yuan Qian, Dr. Zhou Hongfeng and Dr. Zhou Pengfei
“Subscription Price”	RMB2.43 per new Domestic Share
“Subscription Shares”	35,592,400 new Domestic shares to be allotted and issued by the Company and subscribed by the Subscribers pursuant to the Share Subscription Agreement
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tongde Qianyuan”	Tongde Qianyuan (Beijing) Investment Management Co., Ltd. (同德乾元(北京)投資管理有限公司), a company established in the PRC with limited liability
“Tongde Tongxin”	Beijing Tongde Tongxin Investment Center (Limited Partnership) (北京同德同鑫投資中心(有限合夥)), a limited partnership established in the PRC
“Whitewash Waiver”	a waiver from the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, in respect of the obligations of the Subscribers to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Subscribers and the Concert Parties which would otherwise arise as a result of the allotment and issue of the new Domestic Shares under the Share Subscription Agreement
“Whitewash Waiver IBC”	the independent board committee of the Company, which comprises the non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Share Subscription and the Whitewash Waiver, namely Mr. Pang Zhenhai, Dr. Hui Xiwu and Mr. Xie Shouwu, each a non-executive Director; and Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin, each an independent non-executive Director to make a recommendation to the Independent Shareholders, in relation to the Share Subscription, the Specific Mandate and the Whitewash Waiver
“Wuhan Caizhi”	Wuhan Caizhi Investment Management Partnership (Limited Partnership) (武漢才智投資管理合夥企業(有限合夥)), a limited partnership established in the PRC

“Zhongheng Tongde” Nanning Zhongheng Tongde Pharmaceutical Industry Investment Fund Partnership (Limited Partnership) (南寧中恒同德醫藥產業投資基金合夥企業(有限合夥)), a limited partnership established in the PRC

“%” per cent

By order of the Board
Wuhan YZY Biopharma Co., Ltd.
Dr. Zhou Pengfei
Chairman of the Board,
Executive Director and Chief Executive Officer

Wuhan, PRC, 9 September 2026

For the purposes of this announcement, unless the context otherwise requires, conversion of Renminbi into Hong Kong dollars is based on the approximate exchange rate of HK\$1 to RMB0.8649 as quoted by The People’s Bank of China as at 28 August 2026. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Hong Kong dollars or Renminbi have been, could have been or may be converted at such or any other rate or at all.

As at the date of this announcement, the Board comprises Dr. Zhou Pengfei and Mr. Wen Zhicheng as executive Directors; Dr. Yuan Qian, Dr. Zhou Hongfeng, Mr. Pang Zhenhai, Dr. Hui Xiwu and Mr. Xie Shouwu as non-executive Directors; and Dr. Cheng Bin, Ms. Fu Lili, Dr. Deng Yuezhen and Dr. Chen Bin as independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* For identification purpose only.